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07-02-2001

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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101765728

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

Name of conveying party(ies):

RMS Holdings, Inc.

6-75-01

Individual(s) Association
General Partnership Limited Partnership

X Corporation-State Delaware

Other _____

Additional name(s) of conveying party(ies) attached? Yes No

Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 1, 2001

2. Name and address of receiving party(ies)

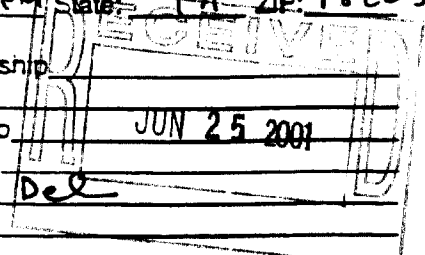
Name: The Receivable Management Services Corporation

Internal Address: _____

Street Address: 899 Eaton Ave

City: Bethlehem State: PA zip: 18205

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Del
 Other _____



If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1377548

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

07/02/2001 TDIAZI 00000001 1377548

DO NOT USE THIS SPACE

01 FC:481 40.00 DP

02 FC:482 50.00 DP

Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura Konrath

Signature

Date

Total number of pages including cover sheet, attachments, and document: _____

Mail documents to be recorded with required cover sheet information to:

TRADEMARK

REEL: 002322 FRAME: 0196

SCHEDULE A

Registered Trademarks

- 1. Debt Alert No. 1,377,548
- 2. Debt Scan No. 1,270,228

Trademark Applications

Cash Now No. 75/593,254

*Continuation
Item 4*

ASSIGNMENT OF TRADEMARKS

This Assignment is made as of May 1, 2001, by RMS HOLDINGS, INC., a Delaware corporation (the "Assignor"), in favor of THE RECEIVABLE MANAGEMENT SERVICES CORPORATION, a Delaware corporation (the "Assignee").

PREAMBLE

A. The Assignor is the owner of the entire right, title and interest in and to the registered trademarks and trademark applications listed on Schedule A (collectively, the "Trademarks").

B. The Assignor and the Assignee have entered into a Bill of Sale and Assignment and Assumption Agreement dated as of May 1, 2001 (the "Purchase Agreements") under which the Assignor agreed to transfer and sell to the Assignee the Trademarks. Therefore, the parties agree as follows with the intent to be legally bound:

AGREEMENT

Assignor hereby sells, conveys, transfers, assigns and delivers to the Assignee all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill associated with such Trademarks, to be held and enjoyed by the Assignee for its use, enjoyment or conveyance the same as would have been held by Assignor had this Assignment not been made.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Trademarks to be executed as of the date first written above.

RMS HOLDINGS, INC.

By: Robert J. Levin
Name: Robert J. Levin
Title: VP

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STATE OF New Jersey

ss.

COUNTY OF Union:

On this 1st day of May, 2001, before me personally appeared Robert J. Levin of Dun & Bradstreet, Inc., to me known to be the person described in and who executed the foregoing instrument, and acknowledged that such person executed the same under the authority of Dun & Bradstreet, Inc. as its free act and deed.

Jau Borkowski
Notary Public

(Notary Seal)

My Commission expires: April 4, 2002

JAN BORKOWSKI
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 4, 2002

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