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07-27-2001

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To the Honorable Commissioner of P

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nal document(s) or copy thereof.

1. Name of conveying party(ies) (assignor(s)):

Maritz Inc.

7-23-01

- Individual(s)
- General Partnership
- Corporation-State, Missouri
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? yes no

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: July 12, 2001

2. Name and Address of Party(ies) receiving an interest (assignee(s)):

American Express Incentive Services, I.L.C.
Address: 1309 North Highway Drive

City: Fenton

State: Missouri Zip: 63099

Country: U.S.A.

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75/172920

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Paul I. J. Fleischut
Senniger, Powers, Leavitt & Roedel
One Metropolitan Square
16th Floor
St. Louis, Missouri 63102
(314) 231-5400 (telephone)

6. Total number of applications and registrations involved:
Application(s) 1 + Registration(s): _____ = Total 1

7. Total Fee (37 CFR 3.41) \$ 40.

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1345

(Duplicate copy of this sheet attached)

- Charge any underpayment or credit any overpayment to above Deposit Account

DO NOT USE THIS SPACE

9. 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.

Kelley S. Bastunas
Name of Person Signing

Kelley S. Bastunas
Signature

7/19/01
Date

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

3

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AEIS 1050
SERVICE MARK

ASSIGNMENT

1. **WHEREAS**, MARTZ INC., of 1375 North Highway Drive, Fenton, Missouri, 63099, a corporation duly organized and existing under and by virtue of the laws of the State of Missouri (hereinafter referred to as Assignor), through its licensee AMERICAN EXPRESS INCENTIVE SERVICES, L.L.C., has adopted and used in its business a certain service mark; and

2. **WHEREAS**, Assignor has a certain application in the United States Patent and Trademark Office relating to said service mark; and

3. **WHEREAS**, AMERICAN EXPRESS INCENTIVE SERVICES, L.L.C., of 1309 North Highway Drive, Fenton, Missouri, 63099, a limited liability company duly organized and existing under and by virtue of the laws of the State of Missouri (hereinafter referred to as Assignee), is desirous of acquiring the entire right, title, and interest of Assignor in said service mark and said application and the good will of the business in connection with which said service mark is used;

4. **NOW THEREFORE**, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration by Assignee to Assignor in hand paid, receipt of all of which is hereby acknowledged, Assignor has agreed to and does hereby sell, assign, and transfer unto Assignee, its successors and assigns, all of Assignor's right, title, and interest throughout the world in and to said service mark identified in section 6 below and said application together with the good will of the business in connection with which said service mark is used, and together with full right to sue for and recover all profits and damages recoverable from past infringements of said service mark; including specifically, without limiting the generality of the foregoing, the United States application listed below.

AEIS 1050
SERVICE MARK

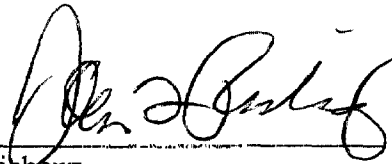
5. **TO BE HELD AND ENJOYED BY** Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had this sale and assignment not been made.

6. **THE UNITED STATES service mark APPLICATION IS AS FOLLOWS:**

<u>APP. NO.</u>	<u>APP. DATE</u>	<u>MARK</u>
75/172920	Sept. 27, 1996	VIRTUAL REWARDS

IN WITNESS WHEREOF, Assignor has caused these presents to be executed by its officer thereunto duly authorized and its corporate seal to be affixed this 12 day of July, 2001.

Maritz Inc.

By 
 John F. Risberg
 Title: Senior Vice President