

2002 MAR 13 AM 11: 32

FINANCE SECTION

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

04-08-2002

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



To the Honorable Commissioner of P:

102047606

1 original documents or copy thereof.

1. Name of conveying party(ies): AT&T Corp.

3-13-02

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

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

3. Nature of conveyance:

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

Execution Date: April 1, 1998

2. Name and address of receiving party(ies)

Name: Universal Card Services Corp. Internal Address:

Street Address: 8787 Baypine Road Jacksonville City: State: FL

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, 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)

B. Trademark Registration No.(s)

1,679,927

Additional number(s) attached Yes No

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

Name: Sara B. Blotner

Internal Address: sara.blotner@

citicorp.com

Street Address: 425 Park Avenue

2nd Floor, Zone 1

04/05/2002 DBYRNE 00000132 032040 1679927

01 FC:481 City: N40Y00 CH State: N.Y. Zip: 10043

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

03-2040

(Attach duplicate copy of this page if paying by 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.

Sara B. Blotner Name of Person Signing

Signature

March 12, 2002 Date

Express Mail No. EV030048653US

Total number of pages including cover sheet, attachments, and document: 9

I hereby certify that this correspondence is addressed to the Commissioner of Patent & Trademarks, BOX ASSIGNMENTS, Washington, D.C. 20231, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" on 3-13-02 recorded with required cover sheet information to: Office of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Priscilla G. Mera (Printed or typed name of the person mailing the paper or fee)

Priscilla G. Mera (Signature of the person mailing the paper or fee)

TRADEMARK REEL: 002477 FRAME: 0032

Schedule 2

TRADEMARK AND SERVICE MARK ASSIGNMENT

THIS ASSIGNMENT is made as of the 1st day of April, 1998 by AT&T CORP., a New York corporation duly organized and existing under the laws of the State of New York, located and doing business at 32 Avenue of the Americas, New York, New York 10013-2412 (hereinafter referred to as the "Assignor"), to AT&T Universal Card Services Corp., a corporation organized and existing under the laws of the State of Delaware and having an office at 8787 Baypine Road, Jacksonville, Florida 32256 (hereinafter referred to as "Assignee").

WHEREAS, the Assignor has acquired certain rights in the trademarks and service marks listed in Exhibit 1 annexed hereto with respect to certain products and services (hereinafter referred to as the "Assigned Marks"), and

WHEREAS, the Assignor is desirous of transferring and assigning to the Assignee, and the Assignee is desirous of acquiring from the Assignor, all of the Assignor's rights, title and interest in and to the Assigned Marks and all of the goodwill associated therewith, as well as all trademark and service mark registrations and applications set forth on Exhibit 1 and other rights the Assignor may have with respect to such Assigned Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor does hereby transfer, convey and assign unto the Assignee all of its rights, title and interest in and to the Assigned Marks, and any and all registrations and applications therefor, including, without limitation, the registrations identified on Exhibit 1, together with the goodwill of the business appertaining thereto and which is symbolized by each

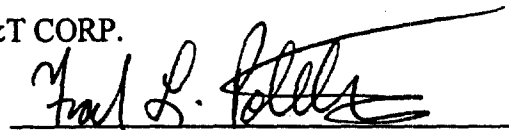
of the Assigned Marks and the worldwide right to sue for past infringements of the Assigned Marks.

The Assignor makes no representations or warranties with respect to the registrability or enforceability or validity of the Assigned Marks.

The Assignor shall execute any and all documents reasonably requested by the Assignee to transfer ownership of the Assigned Marks listed on Exhibit 1 including, but not limited to, Assignments, Transfers and related Powers of Attorney.

AT&T CORP.

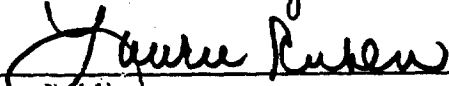
By:



Authorized Signatory

Sworn to Before Me

This 1st Day of May, 1998



Notary Public

LAURIE RUBEN
Notary Public of the State of New Jersey
My Commission Expires

LAURIE RUBEN
Notary Public of the State of New Jersey
My Commission Expires NOV. 14, 1998

EXHIBIT 1 to Schedule 2

<u>MARK</u>	<u>COUNTRY</u>	<u>APPL. NO.</u> <u>FILING DATE</u>	<u>REG. NO.</u> <u>REG. DATE</u>
CLICK TO PAY	USA	75243607 2/18/97	PENDING
ONE WORLD. ONE CARD	Japan	270111 6/21/90	2581212 11/30/93
ONE WORLD. ONE CARD	Benelux	744247 4/5/90	483509 5/02/91
ONE WORLD. ONE CARD	Canada	656340 4/17/90	452653 1/05/96
ONE WORLD. ONE CARD	Canada	661572 4/17/90	451676 12/15/95
ONE WORLD. ONE CARD	Canada	655247 4/11/90	399779 7/03/92
ONE WORLD. ONE CARD	Denmark	339990 4/26/90	006081991 1/25/91
ONE WORLD. ONE CARD	Hong Kong	0549092 3/02/92	PENDING
ONE WORLD. ONE CARD	Italy	20899C90 5/31/90	00584834 12/11/92
ONE WORLD. ONE CARD	Japan	4249792 9/30/92	3190299 8/30/96
ONE WORLD. ONE CARD	Japan	4165035 8/28/92	3018300 1/31/95
ONE WORLD. ONE CARD	Portugal	263554 4/11/90	263554 9/22/92
ONE WORLD. ONE CARD	Portugal	263555 4/11/90	263555 9/22/92
ONE WORLD. ONE CARD	Portugal	263553 4/11/90	263553 9/22/92
ONE WORLD. ONE CARD	Singapore	S1084091 12/9/91	PENDING
ONE WORLD. ONE CARD	Singapore	S1007591 11/11/91	PENDING

<u>MARK</u>	<u>COUNTRY</u>	<u>APPL. NO. FILING DATE</u>	<u>REG. NO. REG. DATE</u>
ONE WORLD. ONE CARD	Spain	1563021 4/17/90	1563021 6/02/92
ONE WORLD. ONE CARD	Spain	1563022 4/17/90	1563022 6/02/92
ONE WORLD. ONE CARD	Spain	1563020 4/17/90	1563020 12/5/91
ONE WORLD. ONE CARD	Sweden	9003778 4/19/90	250029 7/16/93
ONE WORLD. ONE CARD	Taiwan	7930941 7/13/90	50635 3/16/91
ONE WORLD. ONE CARD	Taiwan	7930940 7/13/90	51399 5/1/91
ONE WORLD. ONE CARD	USA	030935 2/16/90	1741659 12/22/92
ONE WORLD. ONE CARD	USA	030931 2/16/90	1678136 3/03/92
ONE WORLD. ONE CARD	USA	800100 2/16/90	1728148 10/27/92
ONE WORLD. ONE CARD	USA	030936 2/16/90	1679927 3/17/92
ONE WORLD. ONE CARD, AND PFEIL	Fed. Republic of Germany	E2957538WZ 4/20/90	1187619 4/30/93

Schedule 2.5

Service Marks Owned by UCS

<u>MARK</u>	<u>COUNTRY</u>	<u>APPL. NO. FILING DATE</u>	<u>REG. NO. REG. DATE</u>
TICKET TO CRUISE	USA	75258670 3/17/97	PENDING
TICKET TO CRUISE	USA	75258671 3/17/97	PENDING
CARDTIPS	USA	390026 5/12/93	1931943 10/31/95
ELECTRONICASH	USA	75147757 8/9/96	INACTIVE
IT'S YOUR WORLD, GO GET IT	USA	75001268 10/2/95	PENDING
SAFEPURCHASE	USA	75038219 12/28/95	2020894 12/3/96
SOMETHING EXTRA (BLOCKED)	USA	492476 2/18/94	1921158 9/16/95
SOMETHING EXTRA (STYLIZED)	USA	492477 2/18/94	1934102 11/7/95
THE HOTLINE TO YOUR MONEY	USA	391208 5/17/93	PENDING
THE OFFICIAL CARD OF SPRING BREAK	USA	475081 12/23/93	1932195 10/31/95
THE OFFICIAL GUIDE TO SPRING BREAK	USA	500343 03/09/94	INACTIVE

COMMON LAW MARK

UNIVERSAL

Schedule 2.4

Scheduled AT&T Business Mark Composites

<u>MARK</u>	<u>COUNTRY</u>	<u>APPL. NO.</u> <u>FILING DATE</u>	<u>REG. NO.</u> <u>REG. DATE</u>
AT&T CLICK TO PAY	USA	75243608 2/18/97	PENDING
AT&T ONE WORLD. ONE CARD	Austria	271590 5/25/90	134450 1/31/91
AT&T ONE WORLD. ONE CARD	Denmark	339890 4/26/90	00607/1991 1/25/91
AT&T ONE WORLD. ONE CARD	Fed. Republic of Germany	A4821736WZ 6/1/90	1187528 4/20/93
AT&T ONE WORLD. ONE CARD	Norway	931884 4/20/93	165352 11/10/94
AT&T ONE WORLD. ONE CARD	Sweden	9003779 4/19/90	250030 7/16/93
AT&T ONE WORLD. ONE CARD	Switzerland	289390 4/19/90	387167 2/26/91
AT&T ONE WORLD. ONE CARD	Switzerland	385819937 4/1/93	408056 4/1/93
AT&T ONE WORLD. ONE CARD	Switzerland	417219918 6/19/91	395373 6/19/91
ONE WORLD. ONE CARD & GLOBE DESIGN	Fed. Republic of Germany	A492909WZ 11/27/90	2002865 8/2/91