

05-06-2002



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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

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

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

1. Name of conveying party(ies):

WALLY INDUSTRIES

4.22.02

- Individual(s)
- General Partnership
- Corporation-State **California**
- 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: _____

2. Name and address of receiving party(ies)

Name: **PRIMARY PAYMENT SYSTEMS, INC.**

Internal Address: _____

Street Address: **14646 N. Kierland Boulevard**

City: **Scottsdale** State: **Arizona** Zip: **14646**

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

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) **1767330**

Additional number(s) attached Yes No

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

Name: **John K. Uilkema**

Internal Address: **Thelen Reid & Priest LLP**

Street Address: **P.O. Box 190187**

City: **San Francisco** State: **CA** Zip: **94119**

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:

500918

(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.

John K. Uilkema

Name of Person Signing

Signature

April 11, 2002

Date

Total number of pages including cover sheet, attachments and document

5

05/03/2002 DBYRNE 00000161 500918 1767330

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington D.C. 20231

**TRADEMARK
REEL: 2499 FRAME: 0698**

NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, **WALLY INDUSTRIES** (hereinafter "Assignor") has adopted and used the mark set forth on attached Schedule A (the "Mark");

WHEREAS, on or about May 3, 2001, Assignor sold and/or assigned and transferred unto **PRIMARY PAYMENT SYSTEMS, INC.** (hereinafter "Assignee"), a corporation of the State of Delaware, having an address at 14646 N. Kierland Boulevard, Scottsdale, Arizona 85254, all right, title and interest in and to the Mark; and

WHEREAS, the parties now desire to ratify and confirm said sale and/or assignment and transfer of all of Assignor's right, title and interest in and to the Mark to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby ratify and confirm the assignment and transfer to Assignee, its successors and assigns, *nunc pro tunc as of May 3, 2001*, of the entire right, title and interest in and to said mark, together with the good will of the business symbolized by the mark and the registration thereof, together with all causes of action relating thereto.

WALLY INDUSTRIES
ASSIGNOR

By: James C March

Name: JAMES C MARCH

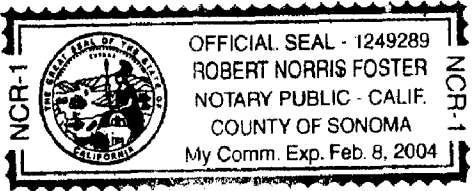
Title: _____

Date: April 9, 2002

State of California

County of SONOMA

On Apr 9, 2002 before me, Robert Norris Foster,
personally appeared James C March, personally known to me
or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the
instrument.



WITNESS my hand and official seal.

Robert Norris Foster
Signature of Notary

SEAL

SCHEDULE A

Reg. No.

Reg. Date

Mark

1767330

April 27, 1993

EARLY WARNING