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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.

<p>1. Name of conveying party(ies): CARLSON MARKETING GROUP, INC.</p> <p style="text-align: center; font-size: 1.2em; font-weight: bold;">5-16-02</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>New Jersey</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>FIRST DATA RESOURCES INC.</u> Internal Address: <u>10825 FARNAM DRIVE</u> Street Address: _____ City: <u>OMAHA</u> State: <u>NE</u> Zip: <u>68154</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>DELAWARE</u> <input type="checkbox"/> Other _____</p> <p style="text-align: right; font-size: 0.8em;">U.S. Patent & TMO/TM Mail Rcpt. Dt. #57 05-16-2002</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 1, 2002</u></p>	<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75/751,112</u> _____</p> <p>B. Trademark Registration No.(s) _____</p> <p style="text-align: center;">Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Elisabeth A. Langworthy, Esq.</u> Internal Address: <u>Sutherland Asbill & Brennan</u> <u>LLP</u> _____</p> <p>Street Address: <u>1275 Pennsylvania Avenue NW</u> _____</p> <p>City: <u>Washington</u> State: <u>DC</u> Zip: <u>20004</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>19-5029</u></p>
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9. Signature.

EALangworthy

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5.16.02

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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

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TRADEMARK
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ASSIGNMENT OF SERVICE MARK

WHEREAS, Carlson Marketing Group, Inc. a corporation organized and existing under the laws of the State of New Jersey, with its principal place of business at 701 Carlson Parkway, Plymouth, Minnesota 55441 (hereinafter "Assignor"), is the owner of the Service Mark **Connect One Rewards** (hereinafter the "Mark"), subject of Application Serial No. 75/751,112 (hereinafter the "Application") filed on July 14, 1999 in the United States Patent & Trademark Office (hereinafter "U.S. PTO"), pursuant to 15 U.S.C. §1051(b);

WHEREAS, Assignor warrants that the rights contemplated within and by virtue of the Application for registration of the Mark are free from any lien, pledge or other encumbrance and that it or its licensee is using the Mark in commerce and has or will have filed a Statement of Use in the U.S. PTO in support of registration of the Mark; and

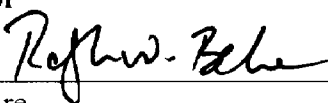
WHEREAS, First Data Resources Inc., a corporation organized and existing under the laws of the State of Delaware with its principal place of business at 10825 Farnam Drive, Omaha, Nebraska 68154 (hereinafter "Assignee") is desirous of acquiring Assignor's rights in and to the Mark, the Application, and the good will associated therewith;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Assignor does hereby irrevocably assign, sell, and transfer unto Assignee all right, title and interest in the Mark and in the Application, including the goodwill associated therewith, and including the right to sue for damages and other remedies in respect of any infringement of the Mark that may have occurred before the date of this assignment.

The Commissioner of Patents & Trademarks is requested to issue the certificate of registration to the Assignee.

CARLSON MARKETING GROUP, INC.,
Assignor

Date: 05.01.02



Signature

RALPH W. BEHA, SECRETARY

Typed Name and Position