

TRANSMITTAL OF DOCUMENT
TRADEMARKS

09-15-2004

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To the Director, U.S. Patent and Trademark Office. Please re

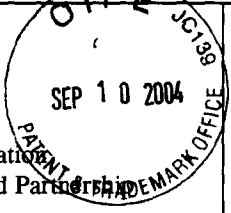
thereof.



1. Name of conveying party(ies):
Electronic Payments Network L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware Limited Liability Company

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



2. 102835736
Name: The Small Value Payments Company L.L.C.

Street Address: 100 Broad Street

City: New York State NY ZIP 10004

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 30, 2004

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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)
76/136,186, filed September 27, 2000 for mark
Miscellaneous Design

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
2,676,273, issued January 21, 2003 for mark
Miscellaneous Design

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza
New York, New York 10112-3800

Telephone No.: (212) 218-2100
Facsimile No.: (212) 218-2200

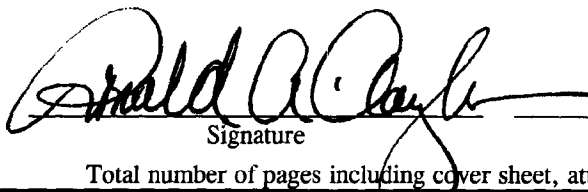
6. Number of applications and registrations involved:
One

7. Total fee (37 CFR 3.41): . . . \$ _____
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number _____
(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.

Ronald A. Clayton  September 9, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: -5-

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TRADEMARK
REEL: 003047 FRAME: 0958

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

A. Trademark Application No.

76/573,393, filed February 3, 2004 for mark EPN WATCH

B. Trademark Registration No.

N/A

J 442044v1

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

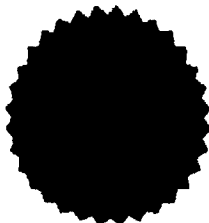
"ELECTRONIC PAYMENTS NETWORK L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "THE SMALL VALUE PAYMENTS COMPANY L.L.C." UNDER THE NAME OF "THE SMALL VALUE PAYMENTS COMPANY L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2004, AT 8:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2004, AT 12:01 O'CLOCK A.M.

2923866 8100M

040485417



Harriet Smith Windsor

Harriet Smith Windsor 302-655-2480

DATE: 06-30-04

CERTIFICATE OF MERGER

OF

ELECTRONIC PAYMENTS NETWORK L.L.C.

WITH AND INTO

THE SMALL VALUE PAYMENTS COMPANY L.L.C.

Under Section 18-209 of the Limited Liability Company Act of the State of Delaware

Pursuant to Section 18-209(c) of the Limited Liability Company Act of the State of Delaware (the "Act"), this Certificate of Merger, dated as of June 30, 2004, is being duly executed and filed by the undersigned, as an authorized person of The Small Value Payments Company L.L.C., a Delaware limited liability company (the "Company"), in connection with the merger of Electronic Payments Network L.L.C., a Delaware limited liability company ("EPN"), with and into the Company (the "Merger"). The authorized person hereby certifies as follows:

FIRST. The names and states of organization of the constituent entities to the Merger (the "Constituent Entities") are:

<u>Name</u>	<u>State of Organization</u>
The Small Value Payments Company L.L.C.	Delaware
Electronic Payments Network L.L.C.	Delaware

SECOND. A Master Reorganization Agreement, dated as of June 30, 2004 (the "Reorganization Agreement"), has been approved and executed by each of the Constituent Entities in accordance with Section 18-209 of the Act.

THIRD. The Company shall be the surviving entity in the Merger. The name of the surviving entity is The Small Value Payments Company L.L.C.

FOURTH. The Merger shall become effective at 12:01 A.M. on July 1, 2004.

FIFTH. The Reorganization Agreement is on file at the following place of business: The Clearing House Payments Company L.L.C., 100 Broad Street, New York, N.Y. 10004.

SIXTH. A copy of the Reorganization Agreement will be furnished by The Clearing House Payments Company L.L.C., on request and without cost, to any member of either of the Constituent Entities.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the date first written above.


Name: Norman R. Nelson