

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Genpass, Inc.		08/11/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Bancorp Licensing, Inc.		
<b>Street Address:</b>	U.S. Bancorp Center; 800 Nicollet Mall		
<b>City:</b>	Minneapolis		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55402		
<b>Entity Type:</b>	CORPORATION: MINNESOTA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2639437	GENPASS SERVICE SOLUTIONS	
Registration Number:	2764763	GENPASS TECHNOLOGIES	
Registration Number:	2934477	MONEYPASS	
Registration Number:	2934476	MONEYPASS	
Registration Number:	2826231	MONEYPASS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(513)977-8141		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	513-977-8683		
<b>Email:</b>	clare.iery@dinslaw.com		
<b>Correspondent Name:</b>	Clare M. Iery		
<b>Address Line 1:</b>	1900 Chemed Center; 255 E. 5th Street		
<b>Address Line 4:</b>	Cincinnati, OHIO 45202		
<b>NAME OF SUBMITTER:</b>	Clare M. Iery		

OP \$140.00 2639437

Signature:

/cmi/

Date:

08/22/2005

Total Attachments: 3

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## TRADEMARK ASSIGNMENT

WHEREAS, Genpass, Inc., a corporation organized and existing under the laws of the State of Delaware, with its principal place of business at Highland Office Center 550 Pinetown Road, Suite 207, Fort Washington, Pennsylvania 19034 ("Assignor"), is the owner of all right, title, and interest in and to the trademarks attached hereto as Schedule A (hereinafter the "Marks");

WHEREAS, U.S. Bancorp Licensing, Inc., a corporation organized and existing under the laws of the State of Minnesota, with its principal place of business at U.S. Bancorp Licensing, Inc., U.S. Bancorp Center 800 Nicollet Mall, Minneapolis, Minnesota 55402 ("Assignee"), wishes to acquire any and all rights that Assignor may have in and to the Marks, together with the good will and all of the business assets of the business in connection with which the Marks are used, or intended to be used, and which are symbolized by the Marks, along with the right to recover for damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell and assign unto the Assignee all right, title, and interest in and to the Marks, together with the good will and all of the business assets of the business in connection with which the Marks are used, or intended to be used, and which are symbolized by the Marks, along with the right to recover for damages and profits from past infringements thereof.

Assignor agrees to deliver, at the request of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may require in order to vest all Assignor's right, title, and interest in and to the Marks in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the



**SCHEDULE A**

<b>MARK</b>	<b>SERIAL NO</b>	<b>FILING DATE</b>	<b>REG NO</b>	<b>REG DATE</b>
GENPASS SERVICE SOLUTIONS	76/362,826	1/25/02	2,639,437	10/22/02
GENPASS TECHNOLOGIES	76/099,326	7/28/00	2,764,763	9/16/03
MONEYPASS	76/976,168	1/17/02	2,826,231	3/23/04
MONEYPASS & Design	76/571,549	1/22/04	2,934,477	3/22/05
MONEYPASS Design (color claimed)	76/571,532	1/22/04	2,934,476	3/22/05

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