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KERRY FARRELL COMPANY: 200 VESEY STREET

TRADEMARK ASSIGNMENT

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Stylesheet Version v1.104/14/2008
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GE CAPITAL FINANCIAL INC.		03/28/2008	CORPORATION: UTAH
RECEIVING PARTY DATA			
Name:	AMERICAN EXPRESS MARKETING & DEVELOPMENT CORP.		
Street Address:	200 Vesey Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10285		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	3277719	PAYSHARE	
Registration Number:	2938447	PRODUCTIVITY	
Registration Number:	3038383	PRODUCTIVITY POINTS	
Registration Number:	3216557	REWARDS ON REQUEST	
Registration Number:	3058203	REWARDS YOUR WAY	
Registration Number:	3256876	SALT	
Registration Number:	3114992	SAM	
Registration Number:	2769394	SYNERGY	
Registration Number:	3061057	TURN TAKE-HOME TO TAKE-ANYWHERE PAY	
Registration Number:	3336247	VPOD	
CORRESPONDENCE DATA			
Fax Number:	(212)640-9257		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	2126401027		

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:KERRY FARRELL COMPANY:200 VESEY STREET

Email:	trademarks@aexp.com
Correspondent Name:	Kerry Farrell
Address Line 1:	200 Vesey Street
Address Line 4:	New York, NEW YORK 10285
ATTORNEY DOCKET NUMBER:	045-949-770
NAME OF SUBMITTER:	Dianne K. Cahill
Signature:	/dianne k. cahill/
Date:	04/14/2008
Total Attachments: 5 source=GE Capital to AEMD#page1.tif source=GE Capital to AEMD#page2.tif source=GE Capital to AEMD#page3.tif source=GE Capital to AEMD#page4.tif source=GE Capital to AEMD#page5.tif	

EXECUTION COPY**ASSIGNMENT OF TRADEMARKS**

THIS ASSIGNMENT OF TRADEMARKS ("**Assignment**"), effective as of this 28th day of March, 2008 ("**Effective Date**"), is from GE CAPITAL FINANCIAL INC., a Utah industrial loan corporation having a principal place of business at 4246 Riverboat Road, Salt Lake City, Utah 84123 ("**Assignor**"), to AMERICAN EXPRESS MARKETING & DEVELOPMENT CORP., a Delaware corporation, having its principal offices at 200 Vesey Street, New York, New York 10285 ("**Assignee**").

WHEREAS, Assignor together with GENERAL ELECTRIC CAPITAL CORPORATION, an Affiliate of Assignor, previously entered into a Asset Purchase Agreement with AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC., an Affiliate of Assignee, dated March 26, 2008 ("**APA**");

WHEREAS, Assignor is the owner of the trademarks, trademark applications and/or trademark registrations listed in the attached Schedule A (the "**Trademarks**"); and

WHEREAS, Pursuant to the APA Assignee desires to acquire the Trademarks, and the goodwill of the business with which the Trademarks are used and which is symbolized by the Trademarks, and Assignor desires to assign its rights in the Trademarks and such goodwill to Assignee.

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) or equivalent and other good and valuable consideration paid to it, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title and interest, whether statutory or common law rights, in and to the Trademarks throughout the world, together with the goodwill of the business symbolized by the Trademarks, and all of Assignor's rights therein, including all rights to bring all claims, demands and causes for action, both at law and in equity, for any infringement of the Trademarks occurring prior to or after the date hereof, and all remedies with respect thereto, and rights to collect any damage awards, proceeds, or royalties with respect thereto.

Upon reasonable request by Assignee, Assignor will execute additional documents and take other action as may be necessary or desirable to record or memorialize the assignments of the Trademarks set forth herein, and to vest in Assignee such right, title, and interest in and to the Trademarks as granted to Assignee.

The parties hereby agree this Assignment shall be governed by and construed in accordance with the laws of the State of New York without giving effect to the principles of conflicts of law thereof.

This Assignment shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns, and may be executed in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Assignment to produce or account for more than one set of counterparts signed by all of the parties.

No waiver, modification or change of any of the provisions of this Assignment shall be valid unless in writing and signed by the party against whom such claimed waiver, modification or change is sought to be enforced.

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor and Assignee hereby execute this Assignment to take effect on the Effective Date.

ASSIGNOR:

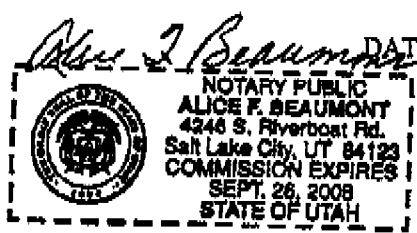
GE CAPITAL FINANCIAL INC.

BY: Michael Lagnere

NAME: Michael Lagnere

TITLE: EVP + CEO

DATE: 3/27/2008



[Notary]

Executed and accepted by:

ASSIGNEE:

AMERICAN EXPRESS MARKETING & DEVELOPMENT CORP.

BY: _____

NAME: _____

TITLE: _____

DATE: _____

[Notary]

Signature Page to the Instrument of Assignment - GE/CF Trademark

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor and Assignee hereby execute this Assignment to take effect on the Effective Date.

ASSIGNOR:

GE CAPITAL FINANCIAL INC.

BY: _____

NAME: _____

TITLE: _____

DATE: _____

[Notary]

Executed and accepted by:

ASSIGNEE:

AMERICAN EXPRESS MARKETING & DEVELOPMENT CORP.

BY: David Yowan

NAME: DAVID YOWAN

TITLE: Treasurer

DATE: 28 March 2008

Dianne K. Cahill

DIANNE K. CAHILL
Notary Public, State of New York
No. 01CA4930533
Qualified in Nassau County
Commission Expires 12/31/11

[Notary]

Signature Page to the Instrument of Assignment - GECF Trademark

SCHEDULE A

Owner	Trademark	Country	Application No.	Registration No.	Registration Date	Status
GE Capital Financial, Inc.	GAINS TRAVEL CARD REWARDS	CTM	4184677	4184677	23-Dec-05	Registered
GE Capital Financial, Inc.	NETAPPS	CTM	4040671	4040671	9-Dec-05	Registered
GE Capital Financial, Inc.	PAYSHARE	United States of America	78784928	3277719	7-Aug-07	Registered
GE Capital Financial, Inc.	PRODUCTIVITY	United States of America	76103676	2938447	5-Apr-05	Registered
GE Capital Financial, Inc.	PRODUCTIVITY POINTS	United States of America	78372822	3038383	3-Jan-06	Registered
GE Capital Financial, Inc.	PRODUCTIVITY POINTS	CTM	3988731	3988731	10-May-07	Registered
GE Capital Financial, Inc.	PRODUCTIVITY SELECT	CTM	3989126	3989126	4-Nov-05	Registered
GE Capital Financial, Inc.	REWARDS ON REQUEST	United States of America	78727720	3216557	6-Mar-07	Registered
GE Capital Financial, Inc.	REWARDS YOUR WAY	United States of America	78372554	3058203	7-Feb-06	Registered
GE Capital Financial, Inc.	SALT	CTM	3967941	3967941	3-Nov-05	Registered
GE Capital Financial, Inc.	SALT	United States of America	78427997	3256876	26-Jun-07	Registered
GE Capital Financial, Inc.	SAM	United States of America	78385087	3114992	11-Jul-06	Registered
GE Capital Financial, Inc.	SYNERGY	United States of America	75474939	2769394	30-Sep-03	Registered
GE Capital Financial, Inc.	TURN TAKE-HOME TO TAKE-ANYWHERE PAY	CTM	3646585	3646585	7-Jul-05	Registered
GE Capital Financial, Inc.	TURN TAKE-HOME TO TAKE-ANYWHERE PAY	United States of America	78361500	3061057	21-Feb-06	Registered
GE Capital Financial, Inc.	VPOD	United States of America	78646929	3336247	13-Nov-07	Registered