

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	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>
Processor Acquisition, LLC		11/08/2008	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CardWorks, Inc.		
<b>Street Address:</b>	101 Crossways Park West		
<b>City:</b>	Woodbury		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11797		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3144461	CARDSYSTEMS THE POWER OF THE RIGHT SOLUTION	
Registration Number:	1798291	CARDSMART	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)818-9606		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-818-9200		
Email:	mlrener@ssbb.com,pcarey@ssbb.com		
Correspondent Name:	Mark Lerner		
Address Line 1:	230 Park Avenue		
Address Line 2:	Suite 1130		
Address Line 4:	New York, NEW YORK 10169-0079		
ATTORNEY DOCKET NUMBER:	103922.1		
NAME OF SUBMITTER:	Mark Lerner		
Signature:	/mark lerner/		

CH \$65.00 3144461

Date:

10/26/2009

Total Attachments: 2

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**ASSIGNMENT IN COMPLETE LIQUIDATION  
OF  
PROCESSOR ACQUISITION, LLC**

WHEREAS, CardWorks, Inc., a Delaware corporation (“Parent”), owns of record all of the issued and outstanding membership interests of Processor Acquisition, LLC, a Delaware limited liability company (the “Company”); and

WHEREAS, on October 21, 2008 the Company adopted a plan of complete liquidation and dissolution (the “Plan”); and

WHEREAS, the Company wishes to provide for the distribution of all of its assets to Parent pursuant to the Plan;

NOW, THEREFORE, in consideration of the foregoing, the parties hereto agree as follows:

1. The Company does hereby assign, transfer, convey and deliver to Parent all of the right, title and interest of the Company in and to the business, assets, properties and goodwill of the Company, of every nature, kind and description, wherever located, tangible and intangible, real, personal and mixed, now owned or which may hereafter become vested in or inure to the benefit of the Company, including, without limitation, all securities, bank accounts, cash, claims and rights of every kind, insurance policies, books and records and correspondence (collectively, the “Assets”).

2. The Company agrees that it will execute and deliver such further instruments or documents as may be necessary or requested, fully and effectively to assign,

convey and transfer to or vest in Parent and its successors and assigns all of the Company's right,  
title and interest in and to the Assets.

IN WITNESS WHEREOF, the parties hereto have set their hands this 10th day of November  
2008.

PROCESSOR ACQUISITION, LLC

By: CardWorks, Inc., sole member

By Donald M Berman

Name: Donald M. Berman

Title: Chief Executive Officer