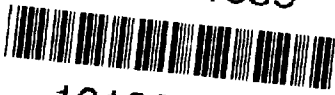


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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6-8-99

06-10-1999



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

1999 JUN -8 PM 1:21

OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
01/06/99
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Avco Financial Services, Inc. Execution Date
Month Day Year
01/06/99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Associates First Capital Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) P.O. Box 660237

Address (line 2) _____

Address (line 3) Dallas City TX State/Country 75266-0237 Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 - Other _____
 - Citizenship/State of Incorporation/Organization Delaware
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/10/1999 DNGUYEN 00000101 1098108

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
225.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

d631221.1

TRADEMARK
REEL: 001910 FRAME: 0089

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

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<input type="text" value="1,506,356"/>	<input type="text" value="1,506,357"/>	<input type="text" value="1,511,237"/>
<input type="text" value="1,604,023"/>	<input type="text" value="1,848,422"/>	<input type="text" value="2,095,018"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Jeffrey M. Becker

6/3/99

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>
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ANNEX A

Country	Product/Service	Company	Registration Status/Date
ARGENTINA			
HEART	AVCO FINANCIAL SERVICES, INC.	PENDING	
AUSTRALIA			
AVCO	AVCO FINANCIAL SERVICES, INC.	02/01/00	
AVCO FINANCIAL SERVICES & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	07/10/07	
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	07/10/07	
AVCO ACCESS	AVCO FINANCIAL SERVICES, INC.	07/17/05 (entered 3/18/87)	
BENELUX			
AVCO FINANCIAL SERVICES & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	10/1/84 (APPLIC. FILED)	
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	10/1/84 (APPLIC. FILED)	
CANADA			
AVCO	AVCO FINANCIAL SERVICES, INC.	05/01/98	
AVCO & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	08/15/87	
		01/03/07	
AVCO FINANCIAL SERVICES & DESIGN	AVCO FINANCIAL SERVICES, INC.	01/17/07	
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	01/03/87	
HOMESAVER & DESIGN	AVCO FINANCIAL SERVICES, INC.	02/27/05	
SPORTSAVER & DESIGN	AVCO FINANCIAL SERVICES, INC.	EXPIRED	
THE BETTER LIVING PLAN	AVCO FINANCIAL SERVICES, INC.	08/30/02	
CHINA			
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	08/14/2007	
AVCO FINANCIAL SERVICES & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	2008 (Reg No. 1079874)	
COSTA RICA			
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	11/07/07 (Reg No. 104.668)	
AVCO FINANCIAL SERVICES, INC.	AVCO FINANCIAL SERVICES, INC.	11/07/07 (Reg No. 104.668)	
AVCO	AVCO FINANCIAL SERVICES, INC.	11/07/07 (Reg No. 104.667)	
DENMARK			
AVCO	AVCO FINANCIAL SERVICES, INC.	03/08/04	
FRANCE			
AVCO	AVCO FINANCIAL SERVICES, INC.	02/07/03	
AVCO AND HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	04/08/89	
GERMANY			
AVCO	AVCO FINANCIAL SERVICES, INC.	07/25/98	
HONG KONG			
AVCO FINANCIAL SERVICES	AVCO FINANCIAL SERVICES, INC.	12/01/94 APPLIC. FILED	
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	12/01/94 APPLIC. FILED	
INDIA			
AVCO FINANCIAL SERVICES & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	4/23/87 APPLIC. FILED (8730148)	
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.	4/23/87 APPLIC. FILED (8730148)	
ITALY			
AVCO	AVCO FINANCIAL SERVICES, INC.	05/24/03	
		04/02/89	
AVCO FINANCIAL SERVICES & HEART DESIGN (must use w/in 5 years)	AVCO FINANCIAL SERVICES, INC.	04/28/05	
HEART DESIGN (must use w/in 5 years)	AVCO FINANCIAL SERVICES, INC.	04/28/05	

MAURITIUS			
AVCO FINANCIAL SERVICES & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		PENDING
MEXICO			
AVCO	AVCO FINANCIAL SERVICES, INC.		REQUESTED 02/08/95
AVCO FINANCIAL SERVICES	AVCO FINANCIAL SERVICES, INC.		REQUESTED 02/09/95
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		REQUESTED 02/08/95
CIRCLE & TRIANGLE DESIGN	AVCO FINANCIAL SERVICES, INC.		REQUESTED 02/08/95
NEW ZEALAND			
AVCO FINANCIAL SERVICES & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		09/24/12
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		09/24/12
NORWAY			
AVCO	AVCO FINANCIAL SERVICES, INC.		01/18/04
HEART LOGO filing pending	AVCO FINANCIAL SERVICES, INC.		
SPAIN			
AVCO	AVCO FINANCIAL SERVICES, INC.		01/08/00
AVCO FINANCIAL SERVICES & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		03/09/02
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		03/09/02
SWEDEN			
AVCO	AVCO FINANCIAL SERVICES, INC.		09/14/03
HEART LOGO filing pending	AVCO FINANCIAL SERVICES, INC.		
TAIWAN			
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		08/31/07 (regis certif issued 10/1/97)
UNITED KINGDOM			
AVCO FINANCIAL SERVICES & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		10/10/07
USA			
AVCO	AVCO FINANCIAL SERVICES, INC.		12/18/99
			06/12/99
AVCO & HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		08/01/07
AVCO FINANCIAL SERVICES & DESIGN	AVCO FINANCIAL SERVICES, INC.		08/27/08
AVCO INSURANCE & DESIGN	AVCO FINANCIAL SERVICES, INC.		08/28/00
BALBOA	AVCO FINANCIAL SERVICES, INC.		INACTIVE
BALBOA INSURANCE GROUP & DESIGN	AVCO FINANCIAL SERVICES, INC.		07/25/06
BOS	AVCO FINANCIAL SERVICES, INC.		12/08/97
CIRCLE & TRIANGLE DESIGN	AVCO FINANCIAL SERVICES, INC.		INACTIVE
HEART DESIGN	AVCO FINANCIAL SERVICES, INC.		08/27/08
MONEY TREE	AVCO FINANCIAL SERVICES, INC.		08/01/98
SILVER SERVICE	AVCO FINANCIAL SERVICES, INC.		06/25/05
THE LOAN CARD	AVCO FINANCIAL SERVICES, INC.		08/02/04
UNISOURCE ACCOUNT	AVCO FINANCIAL SERVICES, INC.		11/01/08
MAKING PURCHASES POSSIBLE	AVCO FINANCIAL SERVICES, INC.		
PUERTO RICO			
EFFECTIVO SI	AVCO FINANCIAL SERVICES, INC.		3/88 (APPLIC. FILED)

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective as of this 6th day of January, 1999 (the "Effective Date"), from Avco Financial Services, Inc. ("Assignor"), a Delaware corporation and a wholly owned subsidiary of Textron Inc., a Delaware corporation ("Parent"), to Associates First Capital Corporation, a Delaware corporation ("Assignee").

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee, its successors and assigns forever, Assignor's entire right, title and interest in, to and under the following:

1. Any and all of Assignor's trademarks and service marks, trade names, corporate names, logos, rights referred to as "trade dress" and other words, designations, labels, symbols, designs, colors, color combinations, product configurations and indicia, including any and all United States, state or foreign registrations issued, applications filed or common-law rights related to any of the foregoing, together with the goodwill of Assignor's business appertaining thereto; except for any rights in or to the names "Textron" and "TFC", alone or in combination with any other words and any trade names, trademarks or service marks related thereto ("Trademarks", which term shall include, but not be limited to, the items identified on Annex A hereto which are owned by Assignor);
2. Any and all other rights and privileges provided under United States, state or foreign law with respect to the Trademarks, including without limitation the laws of unfair competition; and any and all rights in, to and under any and all licenses and other agreements and documents relating to any of the foregoing ("Related Rights");
3. Any and all rights to sue at law or in equity for any infringement, imitation, impairment, distortion, dilution or other unauthorized use or conduct in derogation of the Trademarks and Related Rights occurring prior to the execution of this Assignment, including the right to receive all proceeds and damages therefrom; and
4. Any and all rights to obtain renewals or other legal protections pertaining to the Trademarks and Related Rights.

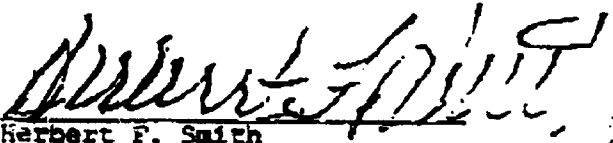
Assignee and its successors and assigns shall hold the rights to the foregoing for and during the existence of such Trademarks and Related Rights, and all renewals thereof, as fully and as entirely as the same would have been held and enjoyed by Assignor had this Assignment not been made.

This Assignment is effective as of the Effective Date. Assignor shall, without further consideration, comply with a request by Assignee to execute promptly any additional documents and to take promptly any further action necessary to protect, secure and vest good,


valid and marketable title to the Trademarks and Related Rights in Assignee in all applicable nations, and to record this Assignment with all appropriate authorities in such nations.

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be duly executed and delivered as of the date above first written.

AVCO FINANCIAL SERVICES, INC.

By: 
Herbert F. Smith
Executive Vice President

ASSOCIATES FIRST CAPITAL CORPORATION

By: 
Name: Timothy M. Hayes
Title: Vice President

RECEIVED

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

1999 JUN -8 PM 1:21

OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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TRADEMARK
REEL: 001910 FRAME: 0096

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

214/651-5066

Name

Jeffrey M. Becker

Address (line 1)

Haynes and Boone, L.L.P.

Address (line 2)

901 Main Street, Suite 3100

Address (line 3)

Address (line 4)

Dallas, TX 75202-3789

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

4

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

1,098,108	1,120,238	1,127,968
1,506,356	1,506,357	1,511,237
1,604,023	1,848,422	2,095,018

Number of Properties

Enter the total number of properties involved.

#

10

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

265.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

08-1394

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Jeffrey M. Becker

Name of Person Signing

Signature

6/3/99

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

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Registration Number(s)

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