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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

07-23-1999

Office of Patents and Trademarks



Original documents or copy thereof.

101105336

Receiving party(ies):

U.S. Patent & TMO/TM Mail Rpt Dt: #61

SPS Payment Systems, Inc.

- Individual(s)
- General Partnership
- Association
- Limited Partnership

Corporation-State of Delaware

Other _____

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

Name: SPS Commercial Services, Inc.

Internal Address: Legal Department

Street Address: 2500 Lake Cook Road

City: Riverwoods State: IL ZIP: 60015

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____

Corporation-State of Delaware

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: July 12, 1999

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

A. Trademark Application No.(s) None

B. Trademark Registration No.(s) 1,523,732; 1,508,521; 1,548,573; and 1,508,522.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kenneth R. Matticks

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4547

(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.*

Kenneth R. Matticks

July 20, 1999

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 4

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

07/29/1999 NTHA11 00000283 1523732

01 FC:481 40.00 OP
02 FC:482 75.00 OP

539835.1/SP3/13824/0119/070888

TRADEMARK
REEL: 001936 FRAME: 0920

TRADEMARK ASSIGNMENT

This Trademark Assignment, effective the 12th of July, 1999, is between SPS Payment Systems, Inc., a Delaware corporation ("Assignor"), located and doing business at 2500 Lake Cook Road, Riverwoods, Illinois 60015 and SPS Commercial Services, Inc., a Delaware corporation ("Assignee"), located and doing business at 2500 Lake Cook Road, Riverwoods, Illinois 60015.

WHEREAS, Assignor has used, and is the owner of certain trademarks (hereinafter referred to as the "Trademarks"), details of which are set out in Schedule A hereto, together with common law rights therein;

WHEREAS, the Trademarks are the subject of respective federal registrations, as identified on Schedule A; and


WHEREAS, the Assignor has agreed to assign the Trademarks and the goodwill of the business symbolized by the Trademarks to the Assignee.

NOW THIS DEED WITNESSETH AS FOLLOWS:

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and conveys to Assignee, all Assignor's trademark rights in the Trademarks, including all property, right, title, and interest in and to the registrations listed in Schedule A hereto, the common law rights therein, the goodwill associated with the business in which the Trademarks are used, and the right to recover for past infringements thereof; to hold the same unto Assignee absolutely.

IN WITNESS WHEREOF, Assignor has executed this Assignment the 12th day of July, 1999.

SPS Payment Systems, Inc. ("Assignor")

By: 
RICHARD L. ROBINSON
Its: PRESIDENT

STATE OF TEXAS

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COUNTY OF DALLAS

BEFORE ME, on this day personally appeared RICHARD L. ROBINSON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she executed the same on behalf of SPS Payment Systems, Inc., for the purposes and consideration therein expressed.

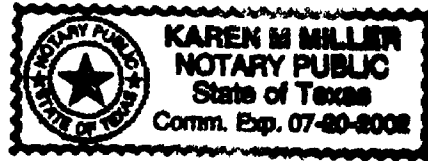
Subscribed to and sworn to before me this 12TH day of July, 1999.

Karen M. Miller

Notary Public in and for the
State of Texas

Printed Name: KAREN M. MILLER

My Commission Expires: 7-20-2002



SCHEDULE A
TRADEMARK REGISTRATIONS

<u>Registration No.</u>	<u>Registration Date</u>	<u>Int'l. Class</u>	<u>Mark</u>
1,523,732	February 7, 1989	35, 36	FLEETSHARE
1,508,521	October 11, 1988	35, 36	FLEETSHARE (stylized)
1,548,573	July 18, 1989	35, 36	F (stylized)
1,508,522	October 11, 1988	35, 36	FLEETSHARE COMMERCIAL FUELING SYSTEM and design