



of Patents and

101105337

ginal documents or copy thereof.

1
SPS Payment Systems, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State of Delaware
 Other _____

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

2. Name and address of receiving party(ies):
Name: ADS Network Services, Inc.
Internal Address: Legal Department
Street Address: 17655 Waterview
City: Dallas State: Texas ZIP: 75252

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

x 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:
x Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 12, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75-361715
B. Trademark Registration No.(s) 1,860,254; 1,890,149; 1,972,969

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

07/29/1999 NTHAI1 0000262 75361715

01 02 ~~01~~ 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

TRADEMARK ASSIGNMENT

This Trademark Assignment, effective the 12th day 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 ADS Network Systems, Inc., a Delaware corporation ("Assignee"), located and doing business at 17655 Waterview Parkway, Dallas, Texas 75252.

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 or applications, 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.

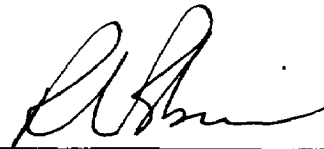
NOW THIS DEED WITNESSETH AS FOLLOWS:

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 and applications 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 §
 §
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.

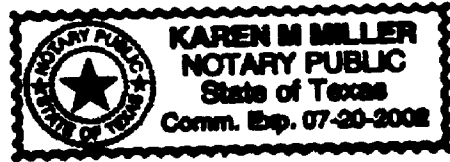
Subscribed to and sworn to before me this 12th day of July, 1999.

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**

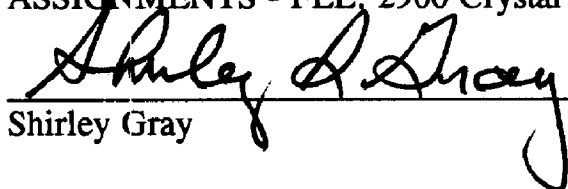
<u>Registration No.</u>	<u>Registration Date</u>	<u>Int'l. Class</u>	<u>Mark</u>
1,860,264	October 25, 1994	9	REPORT EXPRESS
1,890,149	April 18, 1995	36	QUICKLANE
1,972,969	May 7, 1996	9	CERTIFAST

TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Date Filed</u>	<u>Int'l. Class</u>	<u>MARK</u>
75-361715	September 23, 1997	9	SPS LINK and design

CERTIFICATE OF MAILING BY "EXPRESS MAIL"

"Express Mail" Mailing Label Number EL140983530 US, Date of Deposit July 23, 1999. I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, BOX ASSIGNMENTS - FEE, 2900 Crystal Drive, Arlington, VA 22202-3513.



Shirley Gray

Contents:

Transmittal letter

Form PTO-1594 Recordation Form Cover Sheet, Trademark Assignment and Schedule A regarding Trademark Registration Nos. 1,860,254, REPORT EXPRESS; 1,890,149, QUICKLANE; and 1,972,969, CERTIFAST; and Trademark Application No. 75/361715, SPS LINK and Design.

Check in the amount of \$115

Postcard receipt

./11/072399

RECORDED: 07/20/1999

TRADEMARK
REEL: 001936 FRAME: 0928