

07-07-2000

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U.S. DEPARTMENT OF COMMERCE

101397738

6-12-00

### 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

Name

Execution Date  
Month Day Year

Formerly

1911800

- 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)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

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.)

Citizenship/State of Incorporation/Organization

#### FOR OFFICE USE ONLY

07/07/2000 DCOATES 00000135 1911800

01 FC:481  
02 FC:482

40.00 DP  
450.00 DP

Public burden reporting for this collection 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: 002097 FRAME: 0032

**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"/>	<input type="text" value="1,911,800"/>	<input type="text" value="1,972,969"/>	<input type="text" value="2,116,474"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,914,263"/>	<input type="text" value="2,208,132"/>	<input type="text" value="1,508,521"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,508,522"/>	<input type="text" value="1,523,732"/>	<input type="text" value="1,548,573"/>

**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**

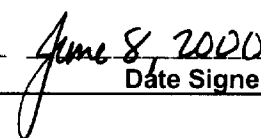
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Purvi J. Patel

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/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

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)

<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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2,260,436	2,117,839	2,212,214
2,212,262	1,837,033	2,024,250
1,890,149	1,948,769	1,860,264
2,344,275	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

**TRADEMARK ASSIGNMENT**

This Trademark Assignment (the "Assignment"), effective as of May 16, 2000, (the "Effective Date") is between Associates Commerce Solutions, Inc. (f/k/a SPS Payment Systems, Inc.), a Delaware corporation ("Assignor") and Associates First Capital Corporation, a Delaware corporation ("Assignee").

**WITNESSETH:**

**WHEREAS**, Assignor is the owner of certain trademarks, service marks, slogans and trade names, including the trademark registrations or applications listed on attached Exhibit A (collectively, the "Trademarks"); and

**WHEREAS**, Assignee is desirour of acquiring all rights owned by Assignor in the Trademarks.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. Assignor hereby sells, assigns and transfers to Assignee, its successors, assigns and legal representatives, all right, title and interest in and to the Trademarks, including without limitation all goodwill associated therewith and the right to sue for, settle, or release any past, present, or future infringement thereof.
2. Assistance. Assignor agrees to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers and to otherwise take such action as is necessary to perfect such rights, title and interest in Assignee, its successors, assigns and legal representatives.

**IN WITNESS WHEREOF**, the parties hereto have caused this Assignment to be executed as of the Effective Date.

**IN WITNESS OF THIS ASSIGNMENT**, Assignor has signed below:

Assignor: **Associates Commerce Solutions, Inc.**

By: *Timothy A. Daly*  
 Name: TIMOTHY A. DALY  
 Title: SENIOR VICE PRESIDENT & GEN COUNSEL

STATE OF Texas §  
 COUNTY OF Dallas §

Before me, a Notary Public, on this day personally appeared Timothy A. Daly, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of Associates Commerce Solutions, Inc., and that s/he has executed the same on behalf of said corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 16 day of May, 2000.

*Mimi Zavitkovsky*  
 Notary Public



Acknowledged by Assignee:  
ASSOCIATES FIRST CAPITAL CORPORATION

By: *Frederic C. Luskow*  
 Name: FREDERIC C. LUSKOW  
 Title: VICE PRESIDENT

**EXHIBIT A****Trademark List**

<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
<b>1-800 Dialogue Services</b>	74/413,028	07/16/93	1,911,800	08/15/95
<b>Certifast</b>	74/686,341	06/09/95	1,972,969	05/07/96
<b>Custompay</b>	75/261,598	03/20/97	2,116,474	11/25/97
<b>Dinenet</b>	74/242,009	01/31/92	1,914,263	08/22/95
<b>Electronic Relationship Marketing</b>	75/259,143	03/18/97	2,208,132	12/08/98
<b>F (Stylized)</b>	73/669,122	06/29/87	1,548,573	07/18/89
<b>Facet</b>	75/188,734	10/28/96	n/a	n/a
<b>Fleetshare</b>	73/669,136	06/29/87	1,508,521	10/11/88
<b>Fleetshare &amp; Design</b>	73/669,749	6/29/87	1,508,522	10/11/88
<b>Fleetshare</b>	73/669,135	06/29/87	1,523,732	02/07/89
<b>Fleetshare Commercial Fueling System &amp; Design</b>	73/669,749	06/29/87	1,508,522	10/11/88
<b>Intelligence You Can Win With</b>	75/259,686	03/18/97	2,212,262	12/22/98
<b>It's What's Behind The Card That Counts!</b>	75/230,072	01/23/97	2,212,214	12/22/98
<b>Paragon Commercial Services</b>	74/471,074	12/15/93	2,024,250	12/17/96
<b>Quicklane</b>	74/413,042	07/16/93	1,890,149	04/18/95
<b>Reap &amp; Design</b>	74/624,634	01/23/95	1,948,769	01/16/96
<b>Report Express</b>	74/130,283	01/14/91	1,860,264	10/25/94
<b>SPS &amp; Design</b>	74/364,542	03/04/93	1,837,033	05/17/94
<b>SPS Custom Connect</b>	75/197,101	11/13/96	2,117,839	12/02/97
<b>SPS Link &amp; Design</b>	75/361,715	08/23/97	2,260,436	07/13/99