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Expires 06/30/99
OMB 0651-0027



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

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 AFFINITY CARD, INC.

Execution Date
Month Day Year
01172000

Formerly _____

1909441

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization MASSACHUSETTS, USA

Receiving Party

Mark if additional names of receiving parties attached

Name PRIMECARD CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) 20 WILLIAM STREET

Address (line 2) _____

Address (line 3) WELLESLEY
City

MASSACHUSETTS
State/Country

02481
Zip Code

- 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 MASSACHUSETTS, USA

01/31/2001 GTON11 00000212 1909441

FOR OFFICE USE ONLY

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40.00 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

TRADEMARK
REEL: 002227 FRAME: 0525

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)

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: #

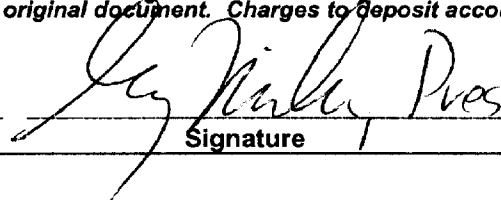
Authorization to charge additional fees: Yes No

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.

Greg Miller, President

Name of Person Signing



Signature

January 17, 2001

Date Signed

ASSIGNMENT OF INTEREST IN TRADEMARK

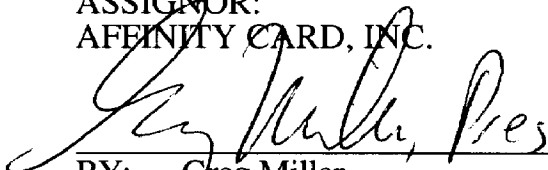
MARK: PRIMECARD
REGISTRATION NO.: 1909441
ASSIGNOR: AFFINITY CARD, INC.
ASSIGNEE: PRIMECARD CORPORATION
PORTION CONVEYED: ALL RIGHT, TITLE AND INTEREST IN AND TO THE MARK

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, AFFINITY CARD, INC. ("ASSIGNOR") hereby irrevocably assigns, transfers, sets over and conveys to PRIMECARD CORPORATION ("ASSIGNEE") all of ASSIGNOR'S right, title and interest in and to the mark, PRIMECARD, more particularly described in the U.S. Department of Commerce, Patent and Trademark Office registration number 1909441, together with that part of the goodwill of the business connected with the use of and symbolized by the mark, and all proprietary rights therein, and any renewals and extensions thereof (whether presently available or subsequently available as the result of intervening legislation) in the United States of America and elsewhere throughout the world, and further including any and all causes of action for infringement of the same, past, present and future, and all proceeds from the foregoing accrued and unpaid and hereafter accruing, effective as of the date first set forth below.

ASSIGNOR agrees to execute any and all other documents which may be required to effectuate the purpose and intent of this Assignment, and hereby irrevocably authorizes and appoints ASSIGNEE, or ASSIGNEE'S attorney and representative in its name or in ASSIGNEE's name as ASSIGNORS' true and lawful attorney-in-fact, to take such actions and to make, sign, execute, acknowledge and deliver all such documents as may from time to time be necessary to convey to ASSIGNEE, its successors and assigns, all rights granted herein.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Assignment as of this 17th day of January, 2001.

ASSIGNOR:
AFFINITY CARD, INC.

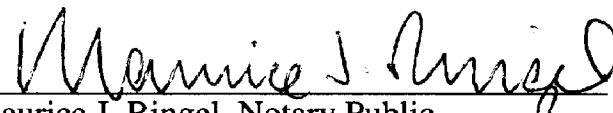

BY: Greg Miller
ITS: President

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss

January 17, 2001

Then personally appeared before me the above-named Greg Miller, who acknowledged that he signed the foregoing Assignment as his free act and deed.


Maurice J. Ringel, Notary Public
My Commission Expires: April 13, 2001