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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

VALUTEC CARD SOLUTIONS, INC.

- Individual(s) Association General Partnership Limited Partnership Corporation-State (TN) Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date:

2. Name and address of receiving party(ies)

Name: VCS, INC.

Internal Address: Attn: Chief Executive Officer

Street Address: 318 Seaboard Lane

City: Franklin State: TN Zip: 37067

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State (DE) 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,447,637

Additional number(s) attached Yes No

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

Name: CHARLES D. SOUCE

Internal Address: REBOUL, MACMURRAY, HEWITT & MAYNARD

Street Address: 45 ROCKEFELLER CTR. 10TH FLOOR

City: NEW YORK State: NY Zip: 10111

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

CHARLES D. SOUCE

Name of Person Signing

Signature

1/09/03

Date

2

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

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

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# SERVICE MARK ASSIGNMENT

This assignment is made as of September 26, 2002, by and between Valutec Card Solutions, Inc., a Virginia corporation, ("Assignor") and VCS, Inc., a Delaware corporation, ("Assignee").

WHEREAS, Assignor is the owner of the following United States registration (the "Registration") by assignment dated December 28, 2001, from the original registrant, Valutec Card Solutions, a New Hampshire limited liability company:

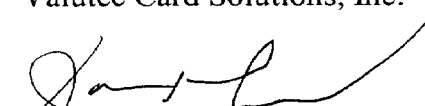
<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
VALUTEC CARD SOLUTIONS and design	2,447,637	May 1, 2001

WHEREAS, the parties have entered into an asset purchase agreement dated September 26, 2002, (the "Asset Purchase Agreement"), pursuant to which Assignor has agreed to transfer to Assignee all of Assignor's right, title and interest in and to the above-listed service mark (the "Mark") and Registration and the business to which the Mark pertains;

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor wishes to assign, and Assignee wishes to acquire, Assignor's entire right, title and interest in and to the Mark and the Registration;

NOW THEREFORE, in accordance with the Asset Purchase Agreement and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee all of Assignor's right, title and interest in and to the Mark and the Registration together with the goodwill of the business symbolized by the Mark, and the right to sue for damages and other remedies on account of any infringement of the Mark which may have occurred prior to the date of this Assignment. Assignor further agrees to execute any documents and take any actions that may be required to confirm or perfect Assignee's right, title and interest in the Mark and/or the Registration, including the filing of security interests.

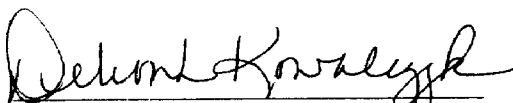
Valutec Card Solutions, Inc.

By:   
Name: Jack K. Lance  
Title: President

COMMONWEALTH OF TENNESSEE )  
) ss.  
COUNTY OF WILLIAMSON )

On this 13<sup>th</sup> day of December, 2002, before me, a Notary Public in and for the County and State aforesaid, personally appeared Jack Lance, personally known to me and proved to me on the basis of satisfactory evidence to be the person(s) who executed the within instrument as \_\_\_\_\_ or on behalf of the entity therein named, and acknowledged to me that the entity executed it.

Subscribed and sworn to before me  
this 13<sup>th</sup> day of October, 2002.

  
Notary Public

My Commission Expires  
Nov. 29, 2003