

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

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

1. Name of conveying party(ies):

Rewards Network Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 06/11/2004

2. Name and address of receiving party(ies)

Name: RTR Funding LLC

Internal

Address: _____

Street Address: 11900 Biscayne Boulevard

City: North Miami State: FL Zip: 33181

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

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

A. Trademark Application No.(s) 76074552, 76074551, 76074550, 76074697

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Neal, Gerber and Eisenberg LLP

Internal Address: Michael G. Kelber

Street Address: 2 North LaSalle Street

Suite 2200

City: Chicago State: IL Zip: 60602

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:

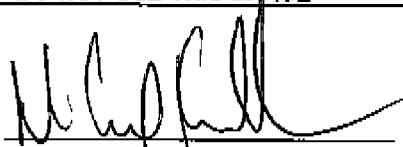
502,261

DO NOT USE THIS SPACE

9. Signature.

Michael G. Kelber

Name of Person Signing



Signature

June 15, 2004

Date

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

CH \$115.00 502261 76074552

ASSIGNMENT OF TRADEMARKS

WHEREAS, Rewards Network Inc., a Delaware corporation (hereinafter "Assignor"), has adopted, used, and is using the following trademarks and service marks, which have acquired and are associated with goodwill related to Assignor's business:

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
IDINE	76/074,552	June 21, 2000
IDINE.COM and Design	76/074,551	June 21, 2000
IDINE PRIME	76/074,550	June 21, 2000
REDEFINING DINING	76/074,697	June 21, 2000

(collectively "Marks");

WHEREAS, RTR Funding LLC, a Delaware limited liability company related to Assignor (hereinafter "Assignee"), is desirous of acquiring said Marks, together with the goodwill associated with said Marks, and any applications therefor;

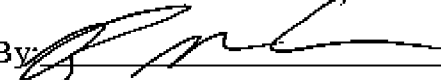
WHEREAS, Assignor desires to enter into this Agreement assigning all of Assignor's right, title and interest in and said Marks, together with the goodwill associated with said Marks, and any applications therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer and convey unto Assignee, its successors, assigns, and legal representatives all right, title, and interest in and to said Marks, together with the goodwill of the business symbolized by said Marks, any applications therefor, and all right to sue and recover and retain damages for any current, future or past infringement thereupon.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized officer effective as of the 11th day of JUNE, 2004.

Date: June 11, 2004

REWARDS NETWORK INC.

By: 

Name: BRYAN R. ADEL

Title: SENIOR VICE PRESIDENT AND GENERAL COUNSEL