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<b>1. Name of conveying party(ies):</b> (a) <u>Advanced Retail Systems Ltd.</u> (b) _____ (c) _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>2. Name and address of receiving party(ies):</b> Name: <u>Smart Vending Systems Inc.</u> Internal Address: _____ _____ Street Address: <u>610 CT. Orange Street</u> _____ City <u>Wilmington</u> State <u>Delaware</u> ZIP _____ Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>3. Nature of Conveyance:</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>November 2, 1997</u>			
<b>4. Application number(s) or patent number(s):</b> If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) - <u>08476,548</u> Title: <u>A Vending Machine, A Vending System And Method Of Operating Same</u> B. Patent No.(s) <u>5,728,990</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>David W. Held</u> Internal Address: <u>SKJERVEN, MORRILL, MacPHERSON</u> <u>FRANKLIN &amp; FRIEL, LLP</u> Street Address: <u>25 METRO DRIVE, SUITE 700</u> City <u>SAN JOSE</u> State <u>CA</u> ZIP <u>95110</u>		<b>6. Total number of applications and patents involved:</b> <u>one</u> <b>7. Total fee (37 CFR 3.41):</b> <u>840.00</u> <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account 19-2386 <input checked="" type="checkbox"/> Charge Deposit Account 19-2386 for any additional fees required for this conveyance and credit deposit account 19-2386 any amounts overpaid	
6/03/1998 DC07ES 00000044 192386 08476548 DO NOT USE THIS SPACE 01 FC:581 40.00 CH			
<b>8. Statement and signature.</b> 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. <u>David W. Held</u> <u>28,875</u> <u>David W. Held</u> <u>23 Apr 98</u> Name of Person Signing Signature Date Total number of pages comprising cover sheet: <u>2</u>			

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C., 20231, on April 23, 1998.

23 Apr 98 David W. Held  
 Date of Signature Attorney for Applicant(s)

PATENT  
 REEL: 9197 FRAME: 0632

**ASSIGNMENT**

In consideration of the sum of one dollar (\$1.00) and other good and valuable consideration.

**ADVANCED RETAIL SYSTEMS LTD.**

an Israeli company of 10 Usiekin Street, Kiriat Ono 55554, Israel

(hereinafter the Assignor) agrees to assign and hereby does assign, transfer and set over to

**SMART VENDING SOLUTIONS INC.**

A Delaware corporation of c/o CT, Orange Street, Wilmington, Delaware, U.S.A.

(hereinafter the Assignee) his entire right, title and interest in the inventions as fully set forth and described in

United States Patent Application No. 08/476,548

**A VENDING MACHINE, A VENDING SYSTEM AND A METHOD OF OPERATING SAME**  
filed June 6, 1995

and all applications for patent and any Letters Patent corresponding thereto and/or claiming priority therefrom, which may be granted, together with the entire right, title and interest in and to said applications, any and all divisional or continuation applications thereof, and any and all Letters Patent which may issue or be re-issued for said invention to the end of the term for which each said Letters Patent may be granted. Assignor hereby authorizes the issuance of any and all Letters Patent resulting from said applications or any division or divisions or continuing applications thereof to the said Assignee as the Assignee of the entire right, title and interest in and to the same, for the sole use and benefit of said Assignee, its successors, assigns or legal representatives, and hereby covenants that he has full right to convey the interest herein assigned, and that he has not executed and will not execute any agreement in conflict herewith.

And Assignor, on behalf of himself, his representatives and administrators, hereby covenants and agrees to do all such lawful acts and things and to execute without further consideration such further lawful assignments, documents, assurances, applications and other instruments as may reasonably be required by said Assignee, its successors, assigns or legal representatives, to obtain any and all Letters Patent for said invention and vest the same in said Assignee, its successors, assigns, or legal representatives.

Signed this day of 2 November #997

Assignor

Accepted Assignee

~~ADVANCED RETAIL SYSTEMS LTD.~~  
ADVANCED RETAIL SYSTEMS LTD.

SMART VENDING SOLUTIONS INC.

By: \_\_\_\_\_

By: Moshe Guttman

Title: \_\_\_\_\_

Title: Director

RECORDED: 05/01/1998

PATENT  
REEL: 9197 FRAME: 0633