

2/21/02

FORM PTO-1619A

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

04-22-2002

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SHEET

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

<b>Submission Type</b> <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation) Document ID# _____ <input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____ <input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<b>Conveyance Type</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> License <input type="checkbox"/> Change of Name <input type="checkbox"/> Merger <input type="checkbox"/> Other _____
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<b>Conveying Party(ies)</b> Name (line 1)      Netcentives Inc. Name (line 2) <i>Second Party</i> Name (line 1) Name (line 2)	<input type="checkbox"/> Mark if additional names of conveying parties attached Execution Date 12-7-01 Execution Date
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<b>Receiving Party</b> Name (line 1)      Trilegiant Corporation Name (line 2) Address (line 1)    100 Connecticut Avenue Address (line 2)    Norwalk, Connecticut 06850 Address (line 3)	<input type="checkbox"/> Mark if additional names of receiving parties attached <input type="checkbox"/> If document to be recorded is an assignment and the receiving party is not domiciled in the U.S., an appointment of domestic representative is attached.
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<b>Domestic Representative Name and Address</b> Name:                Richard Wydeven Address (line 1):    Rothwell, Figg, Ernst & Manbeck Address (line 2):    555 13th St., N.W. Address (line 3):    Suite 701-East Address (line 4):    Washington, D.C. 20004	Enter for the First Receiving Party only.
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PATENT  
REEL: 012607 FRAME: 0211

**Correspondent Name and Address**

Area Code and Telephone Number: 202/783-6040

Name: Richard Wydeven  
 Address (line 1): Rothwell, Figg, Ernst & Manbeck  
 Address (line 2): 555 13th St., N.W.  
 Address (line 3): Suite 701-East  
 Address (line 4): Washington, D.C. 20004

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments

# 2

**Application Number(s) or Patent Number(s)**

[ ] Mark if additional numbers attached

*Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property)*

Patent Application Number(s):

Patent Number(s):

5,774,870

6,009,412

If this document is being filed together with a new Patent Application, enter the date of the patent application was signed by the first named executing inventor.**Patent Cooperation Treaty (PCT)**

Enter PCT application Number  
only if a U.S. Application Number  
 has not been assigned

PCT

**Number of Properties**

Enter the total number of properties involved. # 2

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$80.00

Method of Payment:  Enclosed  Deposit Account  Credit Card

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: 02-2135

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.*

Richard Wydeven

Name of Person Signing

Registration No. 39,881

Docket No(s). 2829-134

Signature

Reg. No. 44,492

Date

2-20-02

## ASSIGNMENT OF PATENTS

This ASSIGNMENT OF PATENTS is entered into as of December 7, 2001 (“Effective Date”) by and among **Netcentives Inc.** (“Assignor”), a Delaware corporation having a principal place of business at 475 Brannan Street, San Francisco, California, 94107, and **Trilegiant Corporation** (“Assignee”), a Delaware corporation having a principal place of business at 100 Connecticut Avenue, Norwalk, Connecticut, 06850.

WHEREAS, Assignor is the sole owner of the entire right, title and interest in and to the following U.S. Patents (the “Patents”):

U.S. Patent No. 5,774,870

U.S. Patent No. 6,009,412

WHEREAS, Assignor has, under a Patent and License Purchase Agreement, dated as of December 7, 2001, between Assignor and Assignee (the “Agreement”), agreed to transfer, assign, convey, and deliver to Assignee, all of Assignor’s right, title and interest in, to, and under the Patents.

NOW THEREFORE, effective immediately by this document, in consideration of monies provided as part of the Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

Assignor hereby transfers, assigns, conveys and delivers to Assignee, and its successors and assigns, Assignor’s entire right, title, and interest in, to and under the Patents, and all continuations, continuations-in-part, divisions, reissues, and substitutes thereof, all foreign counterparts thereof, rights of priority and privileges under any and all international agreements, conventions, and treaties to which the United States adheres, all income, royalties, damages, claims and payments now or hereafter due or payable with respect thereto, and all rights to sue, causes of actions, claims and demands or other rights arising from, any past, present or future infringement thereof.

Assignor agrees to execute any papers, additional agreements and instruments and to perform other proper acts as Assignee or its successors or assigns may deem necessary to secure to Assignee or to its successors or assigns, the rights to be transferred under this Assignment of Patents (including, without limitation, all rights with respect to the further prosecution of the patent applications described herein).

WHEREFORE, Assignor has caused this Assignment of Patents to be duly executed below, on the date indicated, by its duly authorized officer.

NETCENTIVES INC  
("Assignor")

By: [Signature]

Name: RODNEY GOULD

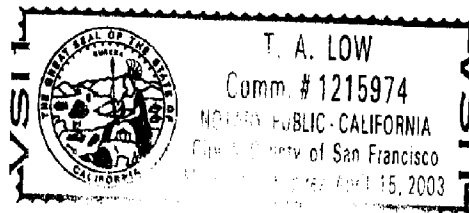
Title: Corp. Counsel & S. Dir. of Priv.

STATE OF CALIFORNIA )

COUNTY OF SAN FRANCISCO )

On this 7th day of December, 2001, before me, a Notary Public in and for the County of SF in the State of CA, personally appeared RODNEY GOULD, to me known to be the CORP. COUNSEL of NETCENTIVES, INC., and being duly sworn, averred that, being duly authorized, (s)he executed the foregoing Assignment of Patents as the free act and deed of said corporation for the uses and purposes set forth.

[Signature]  
NOTARY PUBLIC



My Commission Expires: 4.15.03

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