

06-02-2004



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5-28-04

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... and attached original documents or copy thereof

To the Honorable Commissioner of

1. Name of conveying party(ies): Date Executed

Colleen George May 20, 2004
John Cawthorne May 14, 2004

2. Name and address of receiving party(ies)

Name: First Data Corporation

Internal Address:

Street Address: 12500 East Belford Avenue

City: Englewood State: CO ZIP: 80112

Additional name(s) and address(es) attached? Yes No

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

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other:

Execution Date: See above dates

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

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No(s): 10/740,378 filed 12/17/2003

B. Patent No(s):

Additional numbers attached? Yes No

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

Name: Patrick M. Boucher
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center, Eighth Floor
San Francisco, California 94111-3834
(303) 571-4000

6. Total number of applications and patents involved 1

7. Total fee (37 CFR 3.41): -----\$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 20-1430

(Attach duplicate copy of this page if paying by deposit account)

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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.

Patrick M. Boucher
Name of Person Signing
Atty. Reg. No. 44,037

Signature

May 25, 2004
Date

06/01/2004 BYTNE 00000010 201430 102755599 Total number of pages including cover sheet, attachments and documents: 1

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ASSIGNMENT OF PATENT APPLICATION

JOINT

WHEREAS, Colleen George of 3348 E. Gaddes Drive, Centennial, CO 80122; John Cawthorne of 149 Tower Hill Road, Doylestown, PA 18901, hereinafter referred to as "Assignors," are the inventors of the invention described and set forth in the below-identified application for United States Letters Patent:

Title of Invention: SYSTEMS AND METHODS FOR INTEGRATING LOYALTY AND STORED-VALUE PROGRAMS

Date(s) of execution of Declaration: May 20, 2004 and May 14, 2004

Filing Date: December 17, 2003

Application No.: 10/740,378; and

WHEREAS, First Data Corporation, a corporation of the state of Delaware, located at 12500 East Belford Avenue, Englewood, CO 80112, hereinafter referred to as "ASSIGNEE," is desirous of acquiring an interest in the invention and application and in any U.S. Letters Patent and Registrations which may be granted on the same;

For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors have assigned, and by these presents do assign to Assignee all right, title and interest in and to the invention and application and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this Assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

Assignors further agree that they will, without charge to Assignee, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer, and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

Assignors hereby authorize and request Townsend and Townsend and Crew LLP, Two Embarcadero Center, Eighth Floor, San Francisco, CA 94111-3834, to insert herein above the application number and filing date of said application when known.

IN TESTIMONY WHEREOF, Assignors have signed their names on the dates indicated.

Dated: 5/20/04

Colleen George

Dated: 5/14/2004

John Cawthorne

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