

06-17-2002



102124057

To the Honorable Commissioner of Patents and Trademarks, Please Print

ments or copy thereof.

1. Name of conveying party(ies.)
 Atlantic Richfield Company
 801 Warrenville Road, Lisle, Illinois 60532

6.6.02

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

2. Name and address of receiving party(ies):
 Name: PayPoint Electronic Payment Systems, Inc.
 Address: 200 East Randolph Drive
Chicago, Illinois 60601

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

Corporation-State Delaware

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 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

Execution Date: May 1, 2002

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. Trademark Application No.(s)

B. Trademark Registration No.(s)
See attached Exhibit A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 BP America Inc.
 Donald C. Knapp, Jr.
 Mail Code 2107
 200 East Randolph Drive
 Chicago, Illinois 60601-7125

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
012728
 (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.

Donald C. Knapp, Jr. *[Signature]* May 27, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 3

06/14/2002 LHMJELER 0000023 012728 2058152

01 FC:481 40.00 CH
02 FC:482 50.00 CH

Exhibit A

Mark	Country	Class	Registration No.	Registration Date
PAYPOINT	United States	36	2,058,152	April 29, 1997
PAYPOINT ELECTRONIC PAYMENT SYSTEMS (and Design)	United States	36	2,082,100	July 22, 1997
MISCELLANEOUS DESIGN (Triangles)	United States	36	2,118,274	Dec. 2, 1997

TRADEMARK ASSIGNMENT

WHEREAS, ATLANTIC RICHFIELD COMPANY, a Delaware corporation, of 801 Warrenville Road, Lisle, Illinois 60532, has adopted, used and is using the marks set forth in Exhibit A attached; and

WHEREAS, PAYPOINT ELECTRONIC PAYMENT SYSTEMS, INC., a Delaware corporation, of 200 E. Randolph Drive, Chicago, Illinois 60601, is desirous of acquiring said marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ATLANTIC RICHFIELD COMPANY does hereby assign unto the said PAYPOINT ELECTRONIC PAYMENT SYSTEMS, INC., effective as of May 1, 2002, all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, along with the registrations thereof, as well as any and all common law rights in and to the marks.

ATLANTIC RICHFIELD COMPANY, Assignor



David L. Bell, Secretary

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 15th day of May, 2002, before me appeared David L. Bell, the person who signed this instrument, and acknowledged that he signed it as a free act on behalf of the assignor corporation.



Notary Public

