

02-26-2001



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

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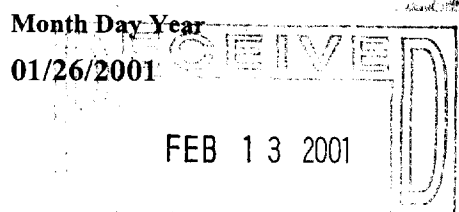
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Conveyance Type

Assignment
 Security Agreement
 Merger
 Change of Name
 Other
 License
 Nunc Pro Tunc Assignment
Effective Date
Month Day Year
01/26/2001



Conveying Party

Mark if additional names of conveying parties attached

Name TEXAS UTILITIES ELECTRIC COMPANY

Execution Date
Month Day Year
JANUARY 26, 2001

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization TEXAS

Receiving Party

Mark if additional names of conveying parties attached

Name VISA INTERNATIONAL SERVICE ASSOCIATION

DBA/AKA/TA

Composed of

Address (line 1) 900 METRO CENTER BOULEVARD

Address (line 2)

Address (line 3) FOSTER CITY CALIFORNIA 94404

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.
 Corporation Association
 Other
(Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization DELAWARE

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02/26/2001 AAHMED1 00000015 74639892
40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT REQUEST TO RECORD ASSIGNMENT DOCUMENT TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party Only

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

FEB 13 2001

Correspondent Name and Address

Area Code and Telephone Number

415 772 6881

Name Beth M. Goldman, Esq.

Address (line 1) Heller Ehrman White & McAuliffe LLP

Address (line 2) 333 Bush Street

Address (line 3) San Francisco, California 94104-2878

Address (line 4)

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

One (1)

Trademark Application Number(s) or Registration Numbers(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

74/639,892

Number of Properties

Enter the total number of properties involved.

One (1)

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): # \$40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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

Deposit Account Number: # 08-1645 Reference No. 13118-0003

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.

Hollis B. Arnold

Hollis B. Arnold

February 9, 2001

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARK

This Assignment of Trademark ("Assignment") is made by Texas Utilities Electric Company ("Texas Utilities"), a Texas corporation, having its principal place of business at Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201, in favor of Visa International Service Association ("Visa"), a Delaware corporation, having a principal place of business at 900 Metro Center Boulevard, Foster City, California 94404.

WHEREAS, Texas Utilities has adopted, is using and is the owner of the following trademark, the application therefor, and the goodwill attendant thereto ("the Trademark"), in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>App. Ser. No.</u>	<u>Filing Date</u>
EPAYMENT	74/639,892	February 24, 1995

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Texas Utilities does hereby assign to Visa all right, title, and interest in and to the Trademark, together with the good will of the business symbolized by the Trademark.

Executed this 26 day of January, 2001.

TEXAS UTILITIES ELECTRIC COMPANY

By: TL Baker

Name: THOMAS L. BAKER

Title: President