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RE



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101780769

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Visa U.S.A. Inc.

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

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

2. Name and address of receiving party(ies)

Name: Visa International Service Association

Internal Address:

Street Address: 900 Metro Center Boulevard

City: Foster City State: CA Zip: 94404

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: June 26, 2001

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

A. Trademark Application No.(s)

78/023,803

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: James Y. Leong

Internal Address: Mailstop M1-11A

Street Address: 900 Metro Center Boulevard

City: Foster City State: CA Zip: 94404

6. Total number of applications and registrations involved:

1

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

22-0384

(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.

Brandon K. Murai

Name of Person Signing

[Signature]

Signature

June 26, 2001

Date

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

2

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002329 FRAME: 0789

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT OF TRADEMARK UNDER 37 C.F.R. 3.11

WHEREAS, Visa U.S.A. Inc., a corporation existing under the laws of Delaware and having its principal offices at 900 Metro Center Boulevard, Foster City, California 94404 has filed an application to register the mark INFINITE REWARDS with the United States Patent and Trademark Office, assigned serial number 78/023803 (the "Mark").

WHEREAS, Assignor is desirous of assigning the Mark as part of the portion of the business thereof to which the mark pertains as required by 15 U.S.C. § 1060;

WHEREAS, Visa International Service Association, a Delaware membership corporation having its principal offices at 900 Metro Center Boulevard, Foster City, California 94404, the successor of the portion of the ongoing and existing business to which the Mark pertains, is desirous of acquiring the Mark:

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Visa International Service Association, all right, title and interest in and to the Mark, together with any goodwill of the business it symbolizes.

Signed at San Francisco on this 26<sup>th</sup> day of June, 2001.

Visa U.S.A. Inc.

By: *Sarah Thompson*

Name: Sarah Thompson

Title: Vice President