

09-06-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

ET

9.401



101834795

To the Honorable Commissioner of Patents and Trademarks, 101834795 its or copy thereof.

1. Name of conveying party(ies):
PEROT SYSTEMS CORPORATION

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

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

2. Name and address of receiving party(ies):
 Name: BILLINGZONE, LLC
 Internal Address: Two PNC Plaza
 Street Address: 620 Liberty Avenue
 City: Pittsburgh State Pennsylvania ZIP: 15222

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of _____
 Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation 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: August 27, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No(s).
75/822,577
75/822,578

B. Trademark registration No(s).

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Hsin-Wei Luang
Jenkins & Gilchrist, a Professional Corporation
 Internal Address: _____
 Street Address: 1445 Ross Avenue, Suite 3200
 City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account.
 (If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

09/05/2001 TDIAZ1 00000324 75822577
 FE: 401 40.00 OP
 EC: 402 25.00 OP

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.

Hsin-Wei Luang [Signature] 8-29-2001
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

QUITCLAIM ASSIGNMENT**Marks**

WHEREAS, PEROT SYSTEMS CORPORATION, a Delaware corporation, having its principal place of business at 12404 Park Central Drive, Dallas, Texas 75251 (hereinafter referred to as "ASSIGNOR"), has filed certain intent-to-use trademark applications (the "Applications") for use in connection with business consulting services, automated payment services and computer services for U.S. federal registration of the marks set forth on Schedule 1 (the "Marks"); and

WHEREAS, BILLINGZONE, L.L.C., a Delaware limited liability company, having a business address at Two PNC Plaza, 620 Liberty Avenue, Pittsburgh, Pennsylvania 15222 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the entire right, title and interest in and to the Marks and the Applications, as well as any goodwill associated with such Marks, which ASSIGNOR may have.

NOW, THEREFORE, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby grants, assigns and quitclaims unto ASSIGNEE, its successors, assigns and legal representatives, the entire right, title and interest, including domestic and foreign rights, if any, in and to the Marks and the Applications including without limitations: (i) the goodwill associated therewith; and (ii) any and all trademark applications and/or renewals and all registrations or certificates which may be issued or granted therefor.

ASSIGNOR MAKES NO WARRANTY OR REPRESENTATION AS TO TITLE OF SAID MARKS. ASSIGNOR IS TRANSFERRING THE MARKS ON AN "AS IS" BASIS AND DISCLAIMS ANY IMPLIED WARRANTIES WITH RESPECT TO SUCH MARKS.

ASSIGNOR further agrees to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other agreements, documents or instruments in connection therewith necessary or appropriate to perfect such rights, title and interest assigned hereby in ASSIGNEE, its successors, assigns and legal representatives.

IN WITNESS WHEREOF, ASSIGNOR has executed this Assignment this 27th day of August 2001.

PEROT SYSTEMS CORPORATION

By: 

Name: Lou Buglioli
Title: Vice President

DE PINNA
NOTARIES

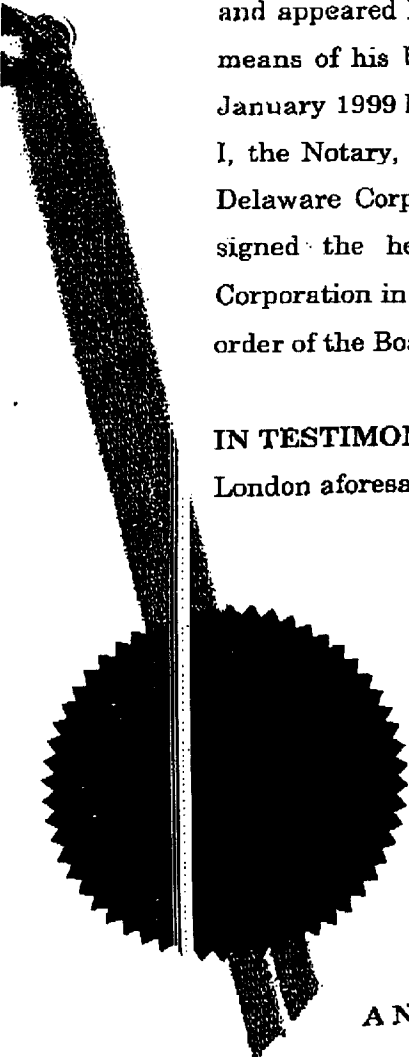
UNITED KINGDOM OF GREAT BRITAIN)
CITY OF LONDON ENGLAND) SS.

BE IT KNOWN that on this twenty-ninth day of August in the year Two thousand and one, before me the undersigned, **JOHN DAVID WOODWARD**, Notary Public of the City of London and elsewhere in England, by Royal Authority, duly admitted and sworn, practising in the said City, personally came and appeared **LOUIS PETER BUGLIOLI JR**, who identified himself to me by means of his United States of America Passport N^o. 701429278 issued on 14th January 1999 by the U.S. Embassy London, United Kingdom, and whose identity I, the Notary, attest, who acknowledged to me that he is Vice President of the Delaware Corporation styled "**PEROT SYSTEMS CORPORATION**", that he signed the hereunto annexed Instrument for and on behalf of the said Corporation in his aforesaid capacity, being for such purpose duly authorised by order of the Board of Directors of the said Corporation.

IN TESTIMONY WHEREOF I have hereunto set my hand and Seal of Office at London aforesaid, the day, month and year first above written.

J.D. Woodward
Notary Public

JOHN DAVID WOODWARD
A Notary Public of London and elsewhere in England
My Commission expires with life.



SCHEDULE 1

MARKS AND APPLICATIONS

Mark :

BILLINGZONE, U.S. Serial No. 75/822,578
BILLINGZONE.COM, U.S. Serial No. 75/822,577

TRADEMARK

RECORDED: 09/04/2001

REEL: 002362 FRAME: 0293