


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\Rightarrow \Rightarrow \Rightarrow$ $\nabla$	<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
<b>1. Name of conveying party(ies):</b> Basic Resources Inc.  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Texas</u>  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>2. Name and address of receiving party(ies)</b> Name: <u>Mastercard International Incorporated</u> Internal Address: _____  Street Address: <u>2000 Purchase Street</u> City: <u>Purchase</u> State: <u>NY</u> Zip: <u>1057-2509</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No          (Designations must be a separate document from assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
<b>3. Nature of conveyance:</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>September 30, 2002</u>	<b>4. Application number(s) or registration number(s):</b> A. Trademark Application No.(s) <u>75/334,121</u>  B. Trademark Registration No.(s)  Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Paul J. Reilly, Esq.</u>  Internal Address: <u>Baker Botts L.L.P.</u>  Street Address <u>30 Rockefeller Plaza</u>  City: <u>New York</u> State: <u>NY</u> Zip: <u>10112</u>	<b>6. Total number of applications and registrations involved:</b> ..... <span style="border: 1px solid black; padding: 2px;">1</span>  <b>7. Total fee (37 CFR 3.41).....</b> \$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <b>8. Deposit account number:</b> <u>02-4377</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
<b>DO NOT USE THIS SPACE</b>		
<b>9. Statement and signature.</b> <i>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.</i>  <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Paul J. Reilly</u>            Name of Person Signing         </div> <div style="width: 30%; text-align: center;">             Signature         </div> <div style="width: 30%; text-align: right;">           October <u>29</u>, 2002            Date         </div> </div> <div style="text-align: right; margin-top: 5px;">         Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">3</span> </div>		

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

EXHIBIT B  
ASSIGNMENT

Assignment effective this 30th day of September, 2002.

**WHEREAS, BASIC RESOURCES INC.**, a company organized and existing under the laws of the state of Texas, having a place of business at 1601 Bryan Street, Dallas, Texas 75201 (hereinafter "**Assignor**"), is the owner of all right, title and interest in and to the mark **MASTERSOURCE**, the United States Service Mark Application thereof, namely, Serial No. 75/334,121 and the goodwill thereof; and

**WHEREAS, MASTERCARD INTERNATIONAL INCORPORATED**, a company organized under the laws of the State of Delaware, having a place of business at 2000 Purchase Street, Purchase, New York 10577-2509 (hereinafter "**Assignee**"), is desirous of acquiring all right, title, and interest in and to the mark **MASTERSOURCE**, the United States Service Mark Application thereof, namely, Serial No. 75/334,121, and the goodwill thereof:

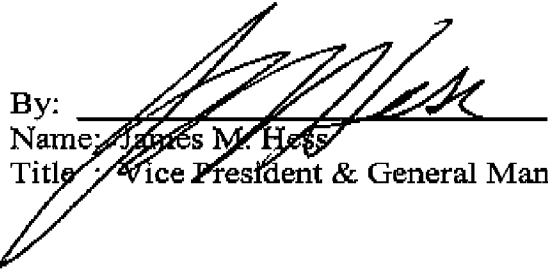
**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said **Assignor** does hereby assign, transfer, set over and convey unto **Assignee**, **Assignor** 's entire worldwide and universal rights, title and interest in and to the mark **MASTERSOURCE**, the United States Service Mark Application thereof, namely, Serial No. 75/334,121, any registration resulting therefrom, together with the goodwill of the business symbolized by the mark, and all other applications for and registrations of the **MASTERSOURCE** mark, the same to be held and enjoyed by **Assignee** for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives, as the same would have been held and enjoyed by **Assignor** if this assignment had not been made, including but not limited to all common-law rights in the mark **MASTERSOURCE**, and the right to sue for all claims, demands and/or causes for action, both at

law and in equity, that **Assignor** may have on account of any infringement or likelihood of dilution of the mark MASTERSOURCE prior to the date hereof.

**IN WITNESS WHEREOF**, representatives of the parties, having full power and authority to do so, have executed this ASSIGNMENT effective as of the date first written above.


BASIC RESOURCES INC.  
(Assignor)

Dated: \_\_\_\_\_

By:   
Name: James M. Hess  
Title: Vice President & General Manager

MASTERCARD INTERNATIONAL INCORPORATED  
(Assignee)

Dated: \_\_\_\_\_

By:   
Name: Colm J. Dobbyn  
Title: Vice President & Senior Counsel