

11-15-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



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

Tab settings

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

1. Name of conveying party(ies):
Banc One Payment Services, L.L.C. **10-9-02**

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

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

3. Nature of conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Effective December 31, 2001

2. Name and address of receiving party(ies)
 Name: Paymentech, L.P.
 Internal Address: _____
 Address: _____

Street Address: 900 Thanksgiving Tower
1601 Elm Street
 City: Dallas State: TX Zip: 75201

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/294,813 76/294,814 76/294,815
 76/294,625 76/294,626 76/294,627

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
 2,206,259 2,360,495

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Carl C. Butzer, Esq.
 Internal Address: Jackson Walker L.L.P.
 Street Address: 901 Main Street, Suite 6000
 City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41) \$ 215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (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.

Scott Cruickshank Signature 9/9/02 Date
 Name of Person Signing

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

11/14/2002 DBYRNE

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All 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: 2617 FRAME: 0590

ASSIGNMENT

This ASSIGNMENT is made effective as of December 31, 2001, between Banc One Payment Services, L.L.C., a Delaware limited liability company, located and doing business at 900 Thanksgiving Tower, 1601 Elm Street, Dallas, Texas 75201 ("Assignor") and Paymentech, L.P. a Delaware limited partnership, whose general partner is PTI General Partner, L.L.C., a Delaware limited liability company, located and doing business at 900 Thanksgiving Tower, 1601 Elm Street, Dallas, Texas 75201 ("Assignee").


WITNESSETH:

WHEREAS, Assignor has adopted, used, is using, or intends to use, and is the owner of the service marks and trademarks listed on Schedule A hereto and the related trade dress and applications and registrations (collectively, the "Marks"); and

WHEREAS, Assignee desires to acquire the Marks, and is desirous of using the aforesaid Marks;

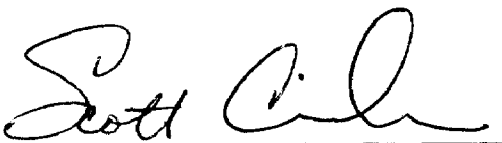
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all of its right, title and interest in and to the Marks, including all of its common law rights and registrations and applications thereto, together with the goodwill of the business symbolized by the Marks.

BANC ONE PAYMENT SERVICES, L.L.C.

By: 
Scott Cruickshank
Chief Marketing Officer

PAYMENTECH, L.P.

By: PTI GENERAL PARTNER, L.L.C.

By: 
Scott Cruickshank
Chief Marketing Officer

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>APP. NO.</u>
PAYMENTECH	2,360,495	75/213,070
PAYMENTECH	2,206,259	75/997,650
PAYMENTECH THE PAYMENT SOLUTION COMPANY and Design	N/A	76/294,813
PAYMENTECH THE PAYMENT SOLUTION COMPANY and Design	N/A	76/294,814
PAYMENTECH THE PAYMENT SOLUTION COMPANY and Design	N/A	76/294,815
PAYMENTECH and Design	N/A	76/294,626
PAYMENTECH and Design	N/A	76/294,625
PAYMENTECH and Design	N/A	76/294,627



JACKSON WALKER L.L.P.

October 4, 2002

Carl C. Butzer
(214) 953-5902
cbutzer@jw.com

EXPRESS MAIL NO. EV126342994US

BOX ASSIGNMENT FEE

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

EV126342994US

RE: Recordation of Assignment Trademark and Service Mark Applications
and Registrations - Our Files: 103781-K001US, 103781-K006US,
103781-K008US through 103781-K010US and 103781-K014US
through 103781-K016US

Dear Sir or Madam:

Enclosed are the following:

1. A Recordation Form Cover Sheet (and supporting documentation) evidencing the assignment from Banc One Payment Services, L.L.C. to Paymentech, L.P. against the following registrations and applications:

<u>MARK</u>	<u>REG. NO.</u>	<u>APP. NO.</u>
PAYMENTECH	2,360,495	75/213,070
PAYMENTECH	2,206,259	75/997,650
PAYMENTECH THE PAYMENT SOLUTION COMPANY and Design	N/A	76/294,813
PAYMENTECH THE PAYMENT SOLUTION COMPANY and Design	N/A	76/294,814
PAYMENTECH THE PAYMENT SOLUTION COMPANY and Design	N/A	76/294,815
PAYMENTECH and Design	N/A	76/294,626
PAYMENTECH and Design	N/A	76/294,625
PAYMENTECH and Design	N/A	76/294,627

2. A check in the amount of \$215.00 to cover the applicable recordation filing fees.

If the enclosed check is insufficient or unacceptable for any reason, please charge the remaining fees due to Jackson Walker Deposit Account No. 10-0096. Should you have any questions or any problems processing the enclosed document, please do not hesitate to notify the undersigned attorney for the applicant.

Austin
Dallas
Fort Worth
Houston
Richardson
San Angelo
San Antonio

Member of GLOBALAW

TRADEMARK
REEL: 2617 FRAME: 0593

Thank you for your usual cooperation and assistance with regard to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Carl C. Butzer', written over a circular stamp or seal.

Carl C. Butzer

CCB/smk/Enclosures

3223308v1/103781.2