

01-17-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

102340727

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.

1-13-03

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Company

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

2. Name and address of receiving party(ies)

Name: J.P. Morgan Chase & Co.

Internal Address:

Street Address: 270 Park Avenue

City: New York State: NY Zip: 10017

- 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: November 13, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,507,397

Additional number(s) attached Yes No

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

Name: Jessica L. Rothstein, Esq.

Internal Address: Goodwin Procter LLP

30th Floor

Street Address: 599 Lexington Avenue

City: New York State: NY Zip: 10022

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:

06-0923

FINANCE SECTION RECORDED JAN 13 AM 7:34

01/17/2003 BY: 00000008 060923 2507397

01 FC:8521 40.00 CH

DO NOT USE THIS SPACE

9. Signature:

Jessica L. Rothstein Name of Person Signing

Signature

January 13, 2003 Date

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

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

TRADEMARK REEL: 002651 FRAME: 0162

TRADEMARK ASSIGNMENT

WHEREAS, Banc One Payment Services, L.L.C., a Delaware limited liability company with its principal place of business at 1601 Elm Street, Dallas, Texas 75201 ("Assignor"), is the owner of the Mark "PAYMENTNET" ("the Mark") in connection with financial services, namely, on-line tracking of employees' use of company-issued credit cards;

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, Registration No. 2,507,397, registered on November 13, 2001 (the "Registration"); and

WHEREAS, J.P. Morgan Chase & Co., a Delaware corporation with its principal place of business at 270 Park Avenue, New York, New York 10017 ("Assignee"), desires to acquire the Mark and the above-referenced Registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the Registration.

BANC ONE PAYMENT SERVICES, L.L.C.

By: Scott Cruickshank

Name: SCOTT CRUICKSHANK

Title: CMO

Dated effective as of: November 13, 2001