

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tucson Electric Power Company		12/07/2006	CORPORATION: ARIZONA

RECEIVING PARTY DATA

Name:	The Bank of New York
Street Address:	101 Barclay Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10007
Entity Type:	Banking Corporation: NEW YORK

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2478099	HEATING COOLING AND COMFORT HOME GUARANTEE
Registration Number:	2634135	HEATING, COOLING AND COMFORT HOME GUARANTEE
Registration Number:	2655581	HEATING, COOLING AND COMFORT HOME GUARANTEE
Registration Number:	2561414	HEATING, COOLING AND COMFORT HOME GUARANTEE
Registration Number:	2478100	HEATING, COOLING AND COMFORT HOME GUARANTEE
Registration Number:	2561415	HEATING, COOLING AND COMFORT HOME GUARANTEE

CORRESPONDENCE DATA

Fax Number: (415)616-4898
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CH \$165.00 2478099

ATTORNEY DOCKET NUMBER:	006361-52
NAME OF SUBMITTER:	Binh-Minh Ha
Signature:	/Binh-Minh Ha/
Date:	12/08/2006
Total Attachments: 4 source=TUCSON ASSIGNMENT#page1.tif source=TUCSON ASSIGNMENT#page2.tif source=TUCSON ASSIGNMENT#page3.tif source=TUCSON ASSIGNMENT#page4.tif	

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, TUCSON ELECTRIC POWER COMPANY (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into an Indenture of Mortgage and Deed of Trust, dated as of December 1, 1992 (the "Indenture") with The Bank of New York, as successor Trustee (the "Assignee");

WHEREAS, pursuant to the Indenture, the Assignor has granted to the Assignee a lien on and a security interest in the Mortgaged Property (as such term is defined in the Indenture), which includes the Trademarks, together with the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment of the principal of and premium, if any, and interest, if any, on all Bonds (as such term is defined in the Indenture) at any time outstanding under the Indenture and to secure the performance and observance of all the covenants and conditions therein contained;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and to perfect the lien created by the Indenture in the Collateral, the Assignor does hereby grant to the Assignee a lien on and continuing security interest in the Collateral to secure the payment of the principal of and premium, if any, and interest, if any, on all Bonds (as such term is defined in the Indenture) at any time outstanding under the Indenture and to secure the performance and observance of all the covenants and conditions therein contained.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Indenture, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of December 7, 2006.

TUCSON ELECTRIC POWER COMPANY

By: 

Name:

Title:

Kevin P. Larson
Sr. Vice President, CFO
and Treasurer

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

TYPE	DESCRIPTION	OWNER/ ASSIGNEE	WHERE / WHEN FILED	NUMBER (Class)
TM	Heating, Cooling and Comfort Home Guarantee (Block Letters) TEP5002a	TEP	USPTO 9/6/00	76/122882 (37) (changed to 42) Reg. No. 2,478,099
TM	Heating, Cooling and Comfort Home Guarantee (Design) TEP5003a	TEP	USPTO 9/6/00	76/122884 (37) Reg. No. 2,634,135
TM	Heating, Cooling and Comfort Home Guarantee (Block Letters) TEP5002b	TEP	USPTO 9/6/00	76/122881 (41) Reg. No. 2,655,581
TM	Heating, Cooling and Comfort Home Guarantee (Design) TEP5003b	TEP	USPTO 9/6/00	76/122880 (41) Reg. No. 2,561,414
TM	Heating, Cooling and Comfort Home Guarantee (Block Letters) TEP5002c	TEP	USPTO 9/6/00	76/122886 (42) Reg. No. 2,478,100
TM	Heating, Cooling and Comfort Home Guarantee (Design) TEP5003c	TEP	USPTO 9/6/00	76/122885 (42) Reg. No. 2,561,415