
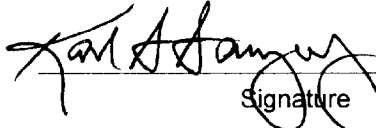


ms 6-4-99

FORM (Revised 10-1-90) OMI Cop TM(RECORDATION FORM COVER SHEET		Docket No.:	
06-07-1999		TRADEMARKS ONLY		13575.202	
					
101057878		nts and Trademarks: Please record the attached original documents or copy thereof.			
<p>1. Name of conveying party(ies): <u>TMS Group, Inc.</u></p> <p><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 <u>Florida</u> <input type="checkbox"/> Other _____</p> <p>Additional names(s) of conveying party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>First Union Corporation</u></p> <p>Internal Address: <u>One First Union Center (0630)</u></p> <p>Street Address: <u>310 South College Street</u></p> <p>City: <u>Charlotte</u> State: <u>NC</u> ZIP: <u>28288</u></p> <p><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>North Carolina</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic designation is <input type="checkbox"/> Yes <input type="checkbox"/> N (Designations must be a separate document from Additional name(s) & address(es) <input type="checkbox"/> Yes <input type="checkbox"/> N</p>			
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 21, 1999</u></p>					
<p>4. Application number(s) or registration numbers(s):</p> <p>A. Trademark Application No.(s) <u>75/427,715</u></p> <p>B. Trademark Registration No.(s)</p> <p>Additional numbers <input type="checkbox"/> Yes <input type="checkbox"/> No</p>					
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Karl S. Sawyer, Jr.</u></p> <p>Internal Address: _____ <u>Kennedy Covington Lobdell & Hickman, L.L.P.</u></p> <p>Street Address: <u>100 North Tryon Sreet, Suite 4200</u></p> <p>City: <u>Charlotte</u> State: <u>NC</u> ZIP: <u>28202</u></p>		<p>6. Total number of applications and registrations involved:..... 1</p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>\$40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>18-1215</u></p>			
<p>DO NOT USE THIS SPACE</p> <p>06/07/1999 DNGUYEN 00000095 75427715 1 FC:481 40.00 OP</p>					
<p>9. Statement and signature.</p> <p>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.</p> <p><u>Karl S. Sawyer, Jr.</u>  <u>May 27, 1999</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and 3</p>					

ASSIGNMENT

Whereas TMS Group, Inc., a corporation organized and existing under the laws of the State of Florida, with a principal office and place of business at 774 State Road 13, Suite 13, Jacksonville, Florida 32259 (the "Assignor"), is the owner of U.S. Trademark Application Serial No. 75/427,715, filed February 2, 1998, for CLAIMTRACK; and

Whereas First Union Corporation, a corporation organized and existing under the laws of the State of North Carolina, (the "Assignee") with a principal office and place of business at One First Union Center, 301 South College Street (0630), Charlotte, North Carolina 28288-0630, is desirous of acquiring the said Mark;

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee the entire right, title and interest in and to the said Mark, together with the good will of the business symbolized by the Mark.

Assignor: TMS GROUP, INC.

David K. Heininger (SEAL)
Typed Name: David K. Heininger
Title: President

State of FL

County of St. Johns

On this 20th day of May, 1999, before me a Notary Public, came David Kent Heininger to me known and known by me to be the individual described in and who executed the foregoing Assignment, and duly acknowledged the same to be his free act and deed.

 Snow L. Juliana
Commission # CC 731114
Expires April 5, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Snow L. Juliana
Notary Public
My Commission Expires: 4-6-2002

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