



To the Honorable Commis:

101438333

attached original documents or copy thereof.

1. Name of conveying party(ies):

Founders Bank of Arizona

- Individual(s)
- General Partnership
- Corporation
- Other

- Association
- Limited Partnership

7-21-00

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

2. Name and address of receiving party(ies)

Name: Founders Bank

Internal Address:

Street Address: 6825 West 111th Street

City: Worth State: IL ZIP: 60482

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Illinois
- 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 names(s) & address(s) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 17, 2000

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

A. Trademark Application No.(s)

75/489,009
75/489,163
75/489,307
75/603,650

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: John R. Crossan

Internal Address: Chapman and Cutler

Street Address: 111 West Monroe Street

City: Chicago State: IL ZIP: 60603

6. Total number of applications and trademarks involved: 4

7. Total fee (37 CFR 3.41)..... \$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)
Attorney Docket No. 1704600

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.

John R. Crossan

Name of Person Signing

Signature

July 24, 2000
Date

Total number of pages including cover sheet, attachments, and document: 2

MAIL DOCUMENTS TO BE RECORDED WITH REQUIRED COVER SHEET INFORMATION TO:
Commissioner of Patents & Trademarks, Box Assignments
Washington, DC 20231

08/21/2000 MTHA11

00000275 75489009

01 FC:481
02 FC:482 1097586.01.01
1704600

40.00 OP
75.00 OP

**ASSIGNMENT OF US TRADEMARKS
AND APPLICATIONS FOR REGISTRATION**

WHEREAS, Founders Bank of Arizona, an Arizona banking corporation, with its principal offices at 7335 E. Doubletree Ranch Rd., Scottsdale, AZ 85258 ("Assignor"), has adopted, owns and is using the following trademarks (the "Marks") and has applied to register the Marks on the Principal Register of the United States Patent and Trademark Office in connection with certain goods and services as follows:

| MARK | APPLICATION SERIAL NUMBER | FILING DATE | GOODS AND SERVICES |
|---------------|---------------------------|-------------------|---|
| Founders Bank | 75/489,009 | May 21, 1998 | Retail Banking and Trust Services |
| Founders | 75/489,163 | May 21, 1998 | Retail Banking and Trust Services |
| Founders Club | 75/489,307 | May 21, 1998 | Retail Banking and Trust Services |
| Founders Club | 75/603,650 | December 11, 1998 | Bank Services Featuring Incentive Travel Award Programs, Affinity Group Travel Programs and Local Social Programs |

WHEREAS, Founders Bank, an Illinois banking corporation, with its principal offices at 6825 West 111th Street, Worth, Illinois 60482 ("Assignee"), is desirous of acquiring all rights in the Marks, the goodwill therein, and the pending federal applications therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks and the pending federal applications therefor.

Dated effective as of: JULY 17, 2000

FOUNDERS BANK OF ARIZONA

By: _____
Its: President

SUBSCRIBED and SWORN to before me this
11 day of July, 2000

Marti M. Sammon
Notary Public



My Commission Expires: 8/25/2003

1069113.01.03
814996

RECORDED: 07/26/2000

TRADEMARK
REEL: 002123 FRAME: 0314