

12-22-2000



3 SHEET

101558410

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

1. Name of conveying party(ies): **UPB Investments, Inc.** *UPB*  
 \_\_\_ Individual(s)  
 \_\_\_ Association  
 \_\_\_ General Partnership  
 \_\_\_ Limited Partnership  
 Corporation-State- Tennessee  
 \_\_\_ Other \_\_\_\_\_

*10.1.0*

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

2. Name and Address of Receiving party(ies):  
 Name: **UPIB, Inc.**  
 Street Address: **#3 Gorham Road**  
**Pearman Building - 2nd Floor**  
 City: **Hamilton**  
 Country: **Bermuda HM08**

\_\_\_ Individual(s) citizenship \_\_\_\_\_  
 \_\_\_ Association \_\_\_\_\_  
 \_\_\_ General Partnership \_\_\_\_\_  
 \_\_\_ Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 \_\_\_ Other \_\_\_\_\_

3. Nature of conveyance:  
 Assignment  
 \_\_\_ Merger  
 \_\_\_ Security Agreement  
 \_\_\_ Change of Name  
 \_\_\_ Other \_\_\_\_\_

Execution Date: **May 25, 2000**

If assignee is not domiciled in the United States, a domestic representative designated is attached:  
 Yes \_\_\_ No

(Designation 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) \ B. Trademark Registration No.(s) **List of Registration Nos. on attached page.**  
**75/280,882**  
 Additional numbers attached?  Yes \_\_\_ No

6. Total number of applications and registrations involved:  
**37**

7. Total fee (37 CRF § 3.41) **\$940.00**  
 Enclosed  
 \_\_\_ Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account.)

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: **William H. Hollander**  
**Wyatt, Tarrant & Combs, LLP**  
 Street Address: **2600 Citizens Plaza**  
 City: **Louisville,**  
 State: **Kentucky** Zip: **40202**

DO NOT USE THIS SPACE

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.

**William H. Hollander**  
Name of person signing

*William H. Hollander*  
Signature

**November 30, 2000**  
~~December 1, 2000~~  
Date

Total number of pages comprising cover sheet: 2

#### 4. Trademark Registration Nos.

##### Reg. No.

2,257,691  
2,257,690  
2,257,689  
2,257,688  
2,272,769  
2,272,768  
2,272,767  
2,272,766  
2,261,438  
2,132,518  
2,259,787  
1,989,064  
1,940,676  
1,539,562  
2,225,661  
2,264,813  
2,253,791  
2,253,702  
1,666,940  
2,143,887  
2,017,448  
1,963,473  
1,748,860  
1,374,216  
1,043,745  
1,895,657  
1,769,452  
1,672,077  
1,637,105  
1,073,328  
1,883,934  
1,869,112  
1,942,869  
1,503,242  
1,506,719  
1,355,362

20128456.1

ASSIGNMENT

WHEREAS, UPB Investments, Inc. (a Tennessee corporation), 7130 Goodlett Farms Parkway, Cordova, Tennessee 38018 ("UPBI") has adopted and used in the United States the marks listed on Exhibit A;

WHEREAS, UPIB, Inc. (a Delaware corporation), #3 Gorham Road, Pearman Building - 2<sup>nd</sup> Floor, Hamilton, Bermuda HM 08, ("UPIB") is desirous of acquiring said marks, and any registrations or applications thereof;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, UPBI hereby assigns to UPIB all its right, title and interest in and to the marks shown on Exhibit A, throughout the world, together with the goodwill of the business connected with the use of and symbolized by the said marks and the registrations or applications thereof identified on Exhibit A.

UPB Investments, Inc.

By: *E. James House Jr*

Printed Name: E. James House, Jr.

Title: Secretary

Date: 5/25/00

STATE OF TENNESSEE )

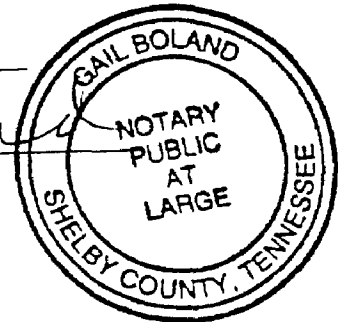
COUNTY OF SHELBY )

The foregoing instrument was subscribed, sworn to and acknowledged before me this 25<sup>th</sup> day of May, 2000, by E. James House Jr, Secretary of UPB Investments, Inc., for and on behalf of UPB Investments, Inc.

MY COMMISSION EXPIRES  
FEBRUARY 13, 2002

My commission expires: \_\_\_\_\_

*Gail Boland*  
Notary public



## EXHIBIT A

## UPBI - UPIB

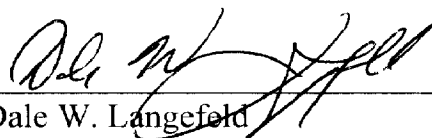
Mark	Reg. or Serial No.
UPBONUS PAK	2,257,691
UPINTEREST CHECKING	2,257,690
UPHOLIDAY SAVINGS	2,257,689
UPGOLD CLUB BANKING	2,257,688
UPPREFERRED BANKING	2,272,769
UPPERSONAL SAVINGS	2,272,768
UP-PERFORMANCE CHECKING	2,272,767
UPPERSONAL CHECKING	2,272,766
UPREALLY FREE CHECKING	2,261,438
UPADVANTAGE BANKING	75/280,882
THE MONEYPLEX	2,132,518
UPTAX-NET	2,259,787
REUSABLE CHECK	1,989,064
DEDICATED TO GETTING THINGS DONE	1,940,676
DESIGN ONLY (Triangle)	1,539,562
UPINVESTOR ACCOUNT	2,225,661
SOLUTION: UNION PLANTERS BANK, and Design	2,264,813
UP-NET COLLECT	2,253,791
UPSTARTER SAVINGS	2,253,702
CAPITAL FACTORS	1,666,940
CAPITAL BUSINESS CREDIT	2,143,887

<b>Mark</b>	<b>Reg. or Serial No.</b>
I'D RATHER BE BANKING	2,017,448
SCHOOLMATE	1,963,473
MAGNA	1,748,860
DESIGN ONLY (M)	1,374,216
MAGNA CARTA	1,043,745
U.P. SELECT and Design	1,895,657
HOME BUYERS CENTER (Stylized)	1,769,452
ONE UP (Stylized)	1,672,077
U.P. DIRECT (Stylized)	1,637,105
ANNIE	1,073,328
CAPITAL BANK SOUTH FLORIDA'S BANK	1,883,934
SOUTH FLORIDA'S BANK	1,869,112
LEADER FEDERAL BANK FOR SAVINGS	1,942,869
LEADER FEDERAL, and Design	1,503,242
WITHDRAWABLE CD	1,506,719
AUSTIN HOUSE	1,355,362

DESIGNATION OF DOMESTIC REPRESENTATIVE

Steven L. Snyder, WYATT, TARRANT & COMBS, LLP, whose postal address is Citizens Plaza, 500 West Jefferson Street, Suite 2700, Louisville, Kentucky 40202-2988, U.S.A., is hereby designated the representative of UPIB, Inc., upon whom notice or process in proceedings affecting the marks noted in Exhibit A may be served.

UPIB, Inc.



\_\_\_\_\_  
Dale W. Langefeld  
President

*14 - NOVEMBER - 2000*

\_\_\_\_\_  
Date

## EXHIBIT A

UPIB, INC. Marks for which Steven L. Snyder is designated Domestic Representative

<b>Mark</b>	<b>Reg. or Serial No.</b>
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