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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

1. Name of conveying party(ies):  
**Union Planters Bank, National Association**

Individual(s)  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State-  
 Other **U.S. National Banking Association**

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

2. Name and Address of Receiving party(ies):  
 Name: **UPB Investments, Inc.**  
 Street Address: **7130 Goodlett Farms Parkway**

City: **Cordova**  
 State: **TN** Zip: **38108**

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State **Tennessee**  
 Other

3. Nature of conveyance:

Assignment  
 Merger  
 Security Agreement  
 Change of Name  
 Other **To correct document recorded at Reel/Frame 002198/0327**

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) **2,255,661 and 2,253,701**

Additional numbers attached?  Yes  No

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**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR § 3.41) **\$65.00**

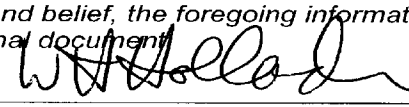
Enclosed  
 Authorized to be charged to deposit account

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

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.*

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

**April 4, 2001**  
 Date

Total number of pages comprising cover sheet: **1**

ASSIGNMENT

WHEREAS, Union Planters Bank, National Association (a United States National Banking Association), 7130 Goodlett Farms Parkway, Cordova, Tennessee 38018 ("UPBNA") has adopted and used in the United States the marks listed on Exhibit A;

WHEREAS, UPB Investments, Inc. (a Tennessee corporation), 7130 Goodlett Farms Parkway, Cordova, Tennessee 38018 ("UPBI" ) 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, UPBNA hereby assigns to UPBI 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.

UNION PLANTERS BANK, NATIONAL ASSOCIATION

By: M. Kirk Walters

Printed Name: M. Kirk Walters

Title: Executive Vice President and Chief Accounting Officer

Date: May 25, 2000

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 M. Kirk Walters, Executive V.P. and CAO of Union Planters Bank, National Association, for and on behalf of Union Planters Bank, National Association.

MY COMMISSION EXPIRES AUG. 13, 2002

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

Carol Adair

Notary public

## EXHIBIT A

## UPBNA - UPBI

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	<del>2,225,661</del> 2255661
SOLUTION: UNION PLANTERS BANK, and Design	2,264,813
UP-NET COLLECT	<del>2,253,791</del> 2253701
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

#### 4. Trademark Registration Nos.

##### Reg. No.

2,257,691  
2,257,690  
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2,257,688  
2,272,769  
2,272,768  
2,272,767  
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