

04-18-2001

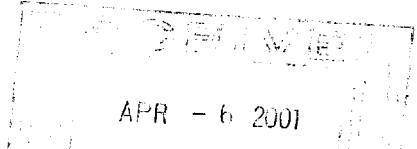
Form PTO-1594



U.S. Department of Commerce
Patent and Trademark Office

MRD
4-6-01

101678575
COVER SHEET
TRADEMARKS ONLY



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

<p>1. Name of conveying party(ies): UPB Investments, Inc.</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>Tennessee</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	<p>2. Name and Address of Receiving party(ies): Name: UPIB, Inc. Street Address: #3 Gorham Road Pearman Building - 2nd Floor</p> <p>City: Hamilton Country: Bermuda HM08</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 Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designated is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment.) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other To correct document recorded at Reel/Frame 002198/0136</p> <p>Execution Date: May 25, 2000</p>	

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**

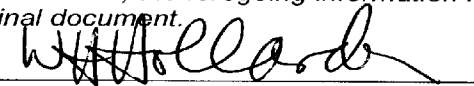
Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: William H. Hollander Wyatt, Tarrant & Combs, LLP Street Address: 2600 Citizens Plaza</p> <p>City: Louisville, State: Kentucky Zip: 40202</p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CRF § 3.41) \$65.00</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>(Attach duplicate copy of this page if paying by deposit account.)</p>
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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

~~12-22-2000~~



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R SHEET

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*
12.1.00

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

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

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:
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.)

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 *William H. Hollander*
 Name of person signing Signature

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

Total number of pages comprising cover sheet: 2

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 - 2nd 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 25th 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

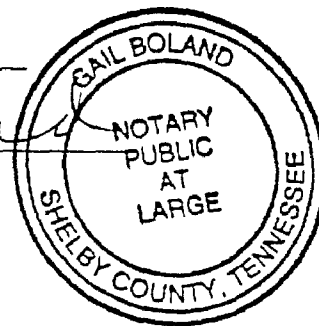


EXHIBIT A

UPBI - UPIB

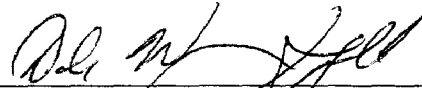
Mark	Reg. or Serial No.
UPBONUS PAK	2,257,691
UPINTEREST CHECKING	2,257,690
UPHOLIDAY SAVINGS	2,257,689
UPGOLD CLUB BANKING	2,257,688
UPPREFERRED BANKING	2,272,769
UPPERSONAL SAVINGS	2,272,768
UP-PERFORMANCE CHECKING	2,272,767
UPPERSONAL CHECKING	2,272,766
UPREALLY FREE CHECKING	2,261,438
UPADVANTAGE 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 2255661
SOLUTION: UNION PLANTERS BANK, and Design	2,264,813
UP-NET COLLECT	2,253,791 2253701
UPSTARTER SAVINGS	2,253,702
CAPITAL FACTORS	1,666,940
CAPITAL BUSINESS CREDIT	2,143,887

Mark	Reg. or Serial No.
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

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
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WITHDRAWABLE CD	1,506,719
AUSTIN HOUSE	1,355,362

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
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1,355,362

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