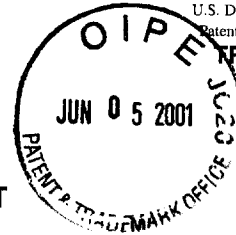


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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy (ies).

Submission Type

- New
- Resubmission (Non-Recordation)

Document ID#

Reel # Frame #

- Corrective Document
- Reel # Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment

Effective Date

Month Day Year

June 4 1996

Conveying Party

Name

Effective Date

Month Day Year

June 4 1996

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Mark if additional names of conveying parties attached

Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be separate document from Assignment.)

- Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:

Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002311 FRAME: 0667

Domestic Representative Name and Address (Enter for the first Receiving Party only).

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Number

Area Code and Telephone

(202) 383-6969

Name

Trina A. Longo

Address (line 1)

HOWREY SIMON ARNOLD & WHITE, LLP

Address (line 2)

1299 Pennsylvania Ave., NW

Address (line 3)

Address (line 4)

Washington, DC 20004-2402

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	1,883,095	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

08-3038

Authorization to charge additional fees

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Trina A. Longo

Name of Person Signing

Trina A. Longo
Signature

6/5/2001
Date Signed

NUNC PRO TUNC
TRADEMARK ASSIGNMENT

WHEREAS, National City Processing Company, a Kentucky corporation, having a place of business located at 1231 Durrett Lane, Louisville, Kentucky 40213, has adopted, used or is using the trademark as set forth in attached Schedule A and has filed and/or registered the mark in the United States Patent and Trademark Office (hereinafter referred to as the "Trademark");

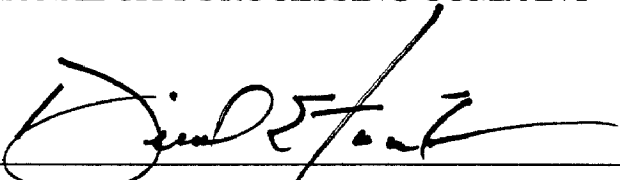
WHEREAS, National City Corporation, a Delaware corporation (hereinafter referred to as "National City Corporation"), having a place of business located at 1900 East Ninth Street, Cleveland, Ohio 44114, is desirous of acquiring all right, title and interest in and to the Trademark, including any choses in action relating to said Trademark, together with the goodwill of the business symbolized by the Trademark and the applications and registrations thereof set forth on the attached Schedule A; and

WHEREAS, it is desired that the assignment of the Trademark listed on the attached Schedule A be made a matter of record in the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, National City Processing Company hereby sells, assigns, transfers and conveys unto National City Corporation all of its right, title and interest, whether statutory or common law, in and to the aforesaid Trademark, including any choses in action relating to said Trademark, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Trademark rights accruing on or before the date of this Assignment, together with the goodwill of the business symbolized by the Trademark, and including the applications and registrations thereof as set forth on attached Schedule A, nunc pro tunc effective June 4, 1996, and further,

hereby covenants, agrees and undertakes to execute, whenever requested by National City Corporation, all applications, assignments, lawful oaths and any other papers which National City Corporation may deem necessary or desirable for securing to National City Corporation or for maintaining for National City Corporation the Trademark hereby assigned, all without further compensation to National City Processing Company.

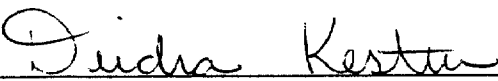
NATIONAL CITY PROCESSING COMPANY

By 
Name: **David E. Fountain**
Title: **Senior Vice President**

STATE OF Kentucky §
 § ss.
COUNTY OF Jefferson §

BEFORE ME, the undersigned authority, on this 2nd day of May, 2001, personally appeared David E. Fountain, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument as Senior Vice President (Title) on behalf of National City Processing Company the assignor therein named, and acknowledged to me that the instrument was the free deed and act of said corporation for the purposes therein set forth and intending that this instrument be recorded.

[SEAL]


Notary Public

Deidra Kestler, Notary Public
State at Large
Kentucky
My Commission Expires Oct. 19, 2002

SCHEDULE A

Country	Application / Registration No.	Mark
United States	1,883,095	PAYEASE

MAY 03 2001