



09-20-2001



101849799

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Attorney Docket No.: 00028-0000

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

9.17.01

1. Name of conveying party(ies):

First Union National Bank
a North Carolina corporation

2. Name and address of receiving party(ies):

First Union Corporation
One First Union Center
301 South College Street
Charlotte, North Carolina 28222

3. Nature of conveyance:

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

Execution Date: August 14, 2001

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: North Carolina
- Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration Nos.:

2,180,618; 2,180,617; 2,095,792; 2,129,427; 1,338,364;
1,958,676; 1,905,130; 1,368,141; 1,962,747; 2,140,982;
1,184,117; 1,184,113; 1,475,309; 1,149,484; 1,465,833;
1,513,043; 2,088,220; 1,476,209; 1,958,391; 1,434,206;
1,387,044; and, 2,043,949.

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

Barbara A. Friedman
Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036

Telephone: 202-467-7795
Facsimile: 202-467-7176
E-Mail: bfriedman@morganlewis.com

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
21 x \$25.00 = \$ 525.00
Total \$ 565.00

Authorized to be charged to deposit account

8. Deposit account number: 13-4520

09/19/2001 LHMJELER 00000134 2180618

01 FC:481 40.00 00
02 FC:482 525.00 00

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.

Barbara A Friedman
Name of Person Signing

Signature

September 17, 2001
Date

Total number of pages including cover sheet, attachments and document: 3

TRADEMARK REGISTRATION ASSIGNMENT

This Trademark Registration Assignment, effective the 28th day of April, 1998, is between First Union National Bank, a North Carolina corporation, having a principal business address at One First Union Center, Charlotte, North Carolina 28222 (hereinafter "Assignor") and First Union Corporation, a North Carolina corporation, having a principal business address at 301 South College Street, Charlotte, North Carolina 28222 (hereinafter "Assignee").

WHEREAS, Assignor is the successor, by merger with CoreStates Bank, National Association, to all right, title and interest in and to the Registered Marks on the attached Schedule A (hereinafter "Registered Marks"), and the goodwill developed through the use of the Registered Marks;

WHEREAS, Assignee is a bank holding company within the meaning of the Bank Holding Company Act, and, through merger on April 28, 1998, acquired the assets of CoreStates Bank, National Association;

WHEREAS, Assignor and Assignee wish to confirm the transfer of ownership of the Registered Marks as a result of the aforementioned merger of CoreStates Bank, National Association, into Assignor, First Union National Bank, and of the acquisition of certain assets by Assignee First Union Corporation, including, but not limited to, all right, title, and interest in and to the Registered Marks and the goodwill developed therein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and transfers unto Assignee, the entire right, title, interest in and to the Registered Marks and the goodwill of the business symbolized by the Registered Marks. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Registered Marks, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

Signed this 14th day of AUGUST, 2001.

FIRST UNION NATIONAL BANK

By: Michael A. Watkins
Michael A. Watkins
Senior Vice President and Deputy General Counsel

FIRST UNION CORPORATION

By: Michael A. Watkins
Michael A. Watkins
Senior Vice President and Deputy General Counsel

AUTO-AT-ONCE	2,180,618
AUTO-AT-ONCE Plus Design	2,180,617
BRUT	2,095,792
BUILDING WEALTH	2,129,427
COMPUCASH 2	1,338,364
COREBUSINESS	1,958,676
CORECARD	1,905,130
CORESTATION	1,368,141
CORETRADE	1,962,747
COREXCHANGE	2,140,982
HAMILTON BANK	1,184,117
HAMILTON BANK Plus Design	1,184,113
House & Checkmark Design	1,475,309
INCOME CHECKING	1,149,484
IRA COLLECTION	1,465,833
MARKET PASSBOOK	1,513,043
MERLOT	2,088,220
SENSIBLE CREDIT	1,476,209
Telephone Design	1,958,391
Unicorn Design	1,434,206
UNIFINANCIAL	1,387,044
VAL VOICE ACCESS LINE Plus Design	2,043,949