

04-03-2002

REC



102040991

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

3 - 22 - 02

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 _____

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

OFFICE OF PUBLIC RECORDS
2002 MAR 22 AM 11:47
FINANCE SECTION

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other

Execution Date: **February 7, 2002**

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

A. Trademark application No.(s) B. Trademark Registration No.(s) **2,528,643**

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**

04/02/2002 GTOM11 00000126 2528643
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6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR § 3.41) **\$40.00**

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 **March 11, 2002**
 Name of person signing Signature Date

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

TRADEMARK
REEL: 002473 FRAME: 0387

ASSIGNMENT

WHEREAS, Union Planters Bank, National Association (a United States National Banking Association), 7130 Goodlett Farms Parkway, Cordova, Tennessee 38018 ("UPBNA") has adopted, used and is using in the United States the mark UPSOLUTIONS CHECKING which is registered in the United States Patent and Trademark Office , Reg. No. 2,528,643 ("the Mark");

WHEREAS, UPB Investments, Inc. (a Tennessee corporation), 7130 Goodlett Farms Parkway, Cordova, Tennessee 38018 ("UPBI") is desirous of acquiring said Mark, and the registration 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 Mark, throughout the world, together with the goodwill of the business connected with the use of and symbolized by the Mark and the registration thereof identified above.

UNION PLANTERS BANK, NATIONAL ASSOCIATION

By: E. J. House Jr.
Title: EVP & Secy
Date: 2/7/02

STATE OF TENNESSEE)

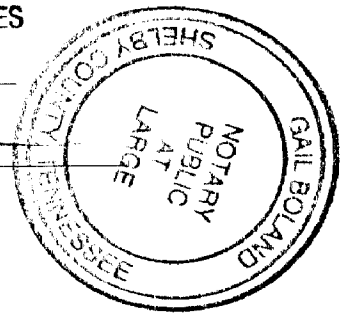
COUNTY OF SHELBY)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 7 day of FEBRUARY, 2002, by E. James House Jr., E.V.P. & Secretary of Union Planters Bank, National Association, for and on behalf of Union Planters Bank, National Association.

MY COMMISSION EXPIRES
DECEMBER 7, 2005

My commission expires: _____

Gail Boland
Notary public



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RECORDED: 03/22/2002

TRADEMARK
REEL: 002473 FRAME: 0388