

04-03-2002



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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.

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

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

3-22-02

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 _____

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 PATENT 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 6TON11 00000125 2528643
 01/FC:481 40.00 DR

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 William H. Hollander March 11, 2002
 Name of person signing Signature Date

Total number of pages comprising cover sheet: 1

TRADEMARK


REEL: 002473 FRAME: 0391

2,528,643

DESIGNATION OF DOMESTIC REPRESENTATIVE

Steven L. Snyder, WYATT, TARRANT & COMBS, LLP, whose postal address is 500 West Jefferson Street, Suite 2600, Louisville, Kentucky 40202, U.S.A., is hereby designated the representative of UPIB, Inc., upon whom notice or process in proceedings affecting the registration of UPSOLUTIONS CHECKING, Reg. No. 2,528,643, may be served.

UPIB, Inc.



Dale W. Langefeld
President

1 - MARCH - 2002

Date

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ASSIGNMENT

WHEREAS, UPB Investments, Inc.(a Tennessee corporation), 7130 Goodlett Farms Parkway, Cordova, Tennessee 38018 ("UPBI") 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, UPIB, Inc.. (a Delaware corporation), #3 Gorham Road, Pearman Building - 2nd Floor, Hamilton, Bermuda HM08 ("UPIB") is desirous of acquiring said Mark, and the registration 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 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.

UPB INVESTMENTS, INC.

By: E. James House, Jr.

Title: Sec'y

Date: 2/7/02

STATE OF TENNESSEE)

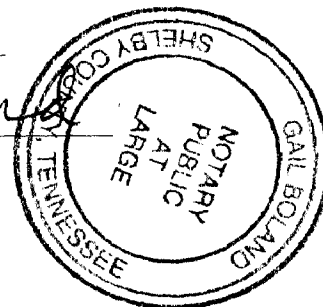
COUNTY OF SHELBY)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 7 day of FEBRUARY, 2002, by E. James House Jr., Secretary of UPB Investments, Inc., for and on behalf of UPB Investments, Inc.

**MY COMMISSION EXPIRES
DECEMBER 7, 2005**

My commission expires: _____

Gail Boland
Notary public



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