



## TRADEMARK ASSIGNMENT

WHEREAS, PAYTRUST, INC., a Delaware corporation ("Paytrust"), is the owner of the trademarks listed in attached Schedule A for which it has applied or been granted United States or foreign trademark registrations or which are common law trademarks;

WHEREAS, PAYMYBILLS.COM, INC., a Delaware corporation, "Paymybills.com") (Paytrust and Paymybills.com are individually referred to as an "Assignor" and collectively referred to as "Assignors") is the owner of the trademarks listed in the attached Schedule B for which it has applied or been granted United States or foreign trademark registrations or which are common law trademarks (such trademarks, together with the trademarks listed in Schedule A, the "Trademarks");

WHEREAS, METAVANTE CORPORATION, a Wisconsin corporation ("Assignee"), is acquiring pursuant to that certain Agreement for Purchase and Sale of Assets, dated as of July 1, 2002 by and between Paytrust and Assignee (the "Purchase and Sale Agreement"), all of the assets of Paytrust relating to the Business (as defined in the Purchase and Sale Agreement); and

WHEREAS, in connection with such Purchase and Sale Agreement, Assignee shall acquire all rights throughout the world in and to the Trademarks and any applications and registrations therefor, together with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks, along with the right to recover damages and profits for past and future infringements thereof.

NOW, THEREFORE, for one dollar (\$1.00) and other good and valuable consideration as set forth in the Purchase and Sale Agreement, receipt of which is hereby acknowledged, each Assignor does hereby sell, assign, and transfer unto Assignee all of such Assignor's right, title, and interest in and to the Trademarks and any applications or registrations therefor, together with all common law rights therein, the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks, throughout the world, all renewals thereof, and all rights of action, powers, and benefits accrued thereto, including the right to sue for and collect damages and profits for past and future infringements thereof.

This Trademark Assignment shall be governed by, and construed in accordance with, the internal laws of the State of Wisconsin except with respect to matters relating to corporate law governing Paytrust, which shall be governed by the laws of the State of Delaware, including, without limitation, any Delaware law related to the fiduciary obligations of Paytrust's Board of Directors.

This Trademark Assignment may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Trademark Assignment. Delivery of an executed counterpart of a signature page to this Trademark Assignment by facsimile shall be effective as delivery of a manually executed counterpart to this Trademark assignment.

**ASSIGNORS:**

Dated this \_\_\_ day of \_\_\_\_\_, 2002.

PAYTRUST, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Dated this \_\_\_ day of \_\_\_\_\_, 2002.

PAYMYBILLS.COM, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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**ASSIGNEE:**

Dated this 26<sup>th</sup> day of July, 2002.

METAVANTE CORPORATION

By: Michael D. Hayford

Name: Michael D. Hayford

Title: EUP & CFO

**ASSIGNORS:**

Dated this 26<sup>th</sup> day of July, 2002.

PAYTRUST, INC.

By: Kenneth King

Name: Kenneth King

Title: CFO

**ASSIGNEE:**

Dated this \_\_\_ day of \_\_\_\_\_, 2002.

METAVANTE CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Dated this 26<sup>th</sup> day of July, 2002.

PAYMYBILLS.COM, INC.

By: Kenneth King

Name: Kenneth King

Title: CFO Treasurer

**SCHEDULE A**

<b>SERIAL NO.</b>	<b>APPLICATION DATE</b>	<b>MARK</b>
76/181,204 (U.S.)	December 14, 2000	SMART
76/181,205 (U.S.)	December 14, 2000	SMARTBILL
1058513 (Canada)	May 11, 2000	PAY YOUR BILLS IN NANOSECONDS
1058514 (Canada)	May 11, 2000	PAYTRUST
1058511 (Canada)	May 11, 2000	Floating Check Design
1058512 (Canada)	May 11, 2000	PAYTRUST.COM
1066392 (Canada)	July 7, 2000	SMARTBALANCE
2,325,924 (U.S.)	March 7, 2000	PAYTRUST
2,387,879 (U.S.)	September 19, 2000	Floating Check Design
2,391,690 (U.S.)	October 3, 2000	PAY YOUR BILLS IN NANOSECONDS
2,410,725 (U.S.)	December 5, 2000	SMARTBALANCE
001211903 (European Community)	June 18, 1999	PAYTRUST

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**SCHEDULE B**

<b>SERIAL NO.</b>	<b>APPLICATION DATE</b>	<b>MARK</b>
75/819,478 (U.S.)	October 12, 1999	PAYYOURBILLS.COM
1055585 (Canada)	April 18, 2000	PAYMYTAXES.COM
1055586 (Canada)	April 18, 2000	PAYMYTAXES.COM
2,424,905 (U.S.)	January 30, 2001	LIVE LIFE! WE'LL PAY THE BILLS
2,368,921 (U.S.)	July 18, 2000	LIVE LIFE! WE'LL PAY THE BILLS
2,438,231 (U.S.)	March 27, 2001	LIVE LIFE! WE'LL PAY THE BILLS

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STATE OF New Jersey )  
 )  
COUNTY OF Mercer )

On this 26<sup>th</sup> day of July, 2002, before me appeared  
Kenneth Zeng, the person who signed this instrument, who  
acknowledged that he/she is Chief Financial Officer of Paytrust, Inc., a Delaware  
corporation, and that he/she signed above as authorized to act on behalf of Paytrust, Inc.

Virginia Richmond  
Notary Public

VIRGINIA RICHMOND  
A NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES AUG. 29, 2006

STATE OF New Jersey )  
 )  
COUNTY OF Mercer )

On this 26<sup>th</sup> day of July, 2002, before me appeared  
Kenneth Zeng, the person who signed this instrument, who  
acknowledged that he/she is Treasurer of Paymybills.com, Inc., a Delaware  
corporation, and that he/she signed above as authorized to act on behalf of Paymybills.com, Inc.

Virginia Richmond  
Notary Public

VIRGINIA RICHMOND  
A NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES AUG. 29, 2006

STATE OF WISCONSIN )  
 )  
COUNTY OF MILWAUKEE )

On this 26<sup>th</sup> day of July, 2002, before me appeared

Michael J. Hayward, the person who signed this instrument, who

acknowledged that he/she is Executive Vice President; CFO of Metavante Corporation, a Wisconsin corporation, and that he/she signed above as authorized to act on behalf of Metavante Corporation.

Bill Maden expires 8-22-04  
Notary Public

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