

FORM PTO-1594
(Rev. 6-93)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

Atty Docket No. 48765.283703

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

1. Name of conveying party(ies):

Netzee, Inc.

- Individuals(s)
- General Partnership
- Corporation-State-Georgia
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:

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

Execution Date: **December 31, 2002**

2. Name and address of receiving party(ies)
Name: **Down Acquisition Corporation**

Internal Address:

Street Address: **11601 Roosevelt Boulevard**

City: **St. Petersburg** State: **FL** Zip: **33717**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Georgia
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No *N/A*

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)
76/068,364; 76/405,655; 74/504,666

B. Trademark Registration No.(s)
**2,579,424; 1,933,615; 1,332,652; 1,914,583; 2,089,600;
2,020,736; 2,020,732; 1,261,563; 1,312,113; 1,309,777;
2,032,667; 1,977,194; 2,011,546**

Additional numbers attached? Yes No

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

Name: **William H. Brewster**

Internal Address: **Kilpatrick Stockton LLP**

Street Address: **1100 Peachtree St., Suite 2800**

City: **Atlanta** State: **GA** Zip: **30309**

6. Total number of applications and registrations involved: **16**

7. Total fee (37 CFR 3.41).....\$ **415.00**

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

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.

James A. Trigg

Name of Person Signing

Signature

Date

3/18/03

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

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made the 31st day of December, 2002 between Netzee, Inc., a corporation organized under the laws of the State of Georgia with its principal place of business at 6190 Powers Ferry Road, Powers Ferry Landing East, Suite 400, Atlanta, Georgia 30339 ("Netzee") and Down Acquisition Corporation, a corporation organized under the laws of the State of Georgia with its principal place of business at 11601 Roosevelt Boulevard, St. Petersburg, Florida 33717 ("Certegey").

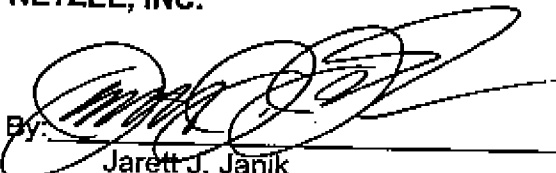
WHEREAS, Netzee or its predecessor in interest has adopted and used in the United States, Israel and Canada the trademarks described on Exhibit A, which is attached to this assignment and incorporated by reference, and is the owner of each subsisting registration or application for registration for certain of such trademarks and may maintain common law rights in other of such trademarks for which registration may have been abandoned, cancelled or not applied for (collectively, the "Trademarks"); and

WHEREAS, Certegey wishes to acquire all of Netzee's rights in and to the Trademarks and all goodwill associated with them;

NOW THEREFORE, in consideration of payment of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, Netzee assigns, transfers and conveys to Certegey any and all right, title and interest that Netzee may have in and to the Trademarks and the registrations thereof, together with the goodwill of the business which is symbolized by the Trademarks and with the right to recover for damages and profits and all other remedies for past infringements thereof.


NETZEE, INC.

(CORPORATE SEAL)

By: 
Jarett J. Janik
Vice President, Chief Financial Officer and Secretary

STATE OF GEORGIA)
COUNTY OF FULTON) SS

On this 31st day of December, 2002 before me personally came Jarett J. Janik to me known, and known to me to be the Vice President, Chief Financial Officer and Secretary of Netzee, Inc., the assignor above-named, and acknowledged that he executed the foregoing instrument on behalf of Netzee, Inc. and pursuant to authority duly received. This instrument is notarized by me as of the ___ day of December, 2002.


Notary Public
My Commission Expires:

(NOTARIAL SEAL)



**EXHIBIT A
List of Trademarks**

<u>Country</u>	<u>Mark</u>	<u>Serial/Registration Number</u>
U.S.	NETZEE	2,579,424
U.S.	NETZEE & DESIGN	76/068,364
U.S.	Z (logo)	76/405,655
U.S.	PERSONAL BRANCH	1,933,615
U.S.	PERSONAL BRANCH	74/420,313
U.S.	MANAGING YOUR MONEY	1,332,652
U.S.	MANAGING YOUR MONEY	1,914,583
U.S.	MANAGING YOUR MONEY PLUS	2,089,600
U.S.	MYM	2,020,736
U.S.	MECA	2,020,732
U.S.	MECA and DESIGN	1,261,563
U.S.	MECA and DESIGN	1,312,113
U.S.	MISCELLANEOUS DESIGN	2,422,508
CA	MANAGING YOUR MONEY	472482
CA	MYM	466181
CA	MECA	466180
U.S.	BASIC BUILDING BLOCKS	1,309,777
U.S.	FINANCIAL SNAPSHOT	2,032,667
U.S.	HOME SUITE HOME	1,977,194
CA	L'ARGENTIER	504401
U.S.	MONEYSCAPE (Class 9)	2,272,538
CA	MONEYSCAPE (Class 9)	804,324
U.S.	MORTGAGES, INSURANCE & MORE	2,011,546
U.S.	PERSONAL ATTORNEY	1,997,491
U.S.	SMART FILL	74/504,666
U.S.	SMARTDESK	1,947,492
CA	SMARTDESK	797,828
ISRAEL	SMARTDESK	N/A
U.S.	ANDREW TOBIAS FINANCIAL ADVISOR	1,855,088
U.S.	COMMUNITY INVEST	75/902,719
U.S.	DIRECTACCESS INTERACTIVE & Design	75/458,687
U.S.	E-ZEE BILL PAY	76/112,350
U.S.	MONEYCAST	75/275,149
U.S.	MONEYSCAPE (Class 36 and 42)	75/426,590
U.S.	MYB	1,598,410
U.S.	MYE	74/197,058
U.S.	MYMIC	1,821,972
U.S.	PERSONAL BRANCH COMPUTER BANKING	1,712,192

TRADEMARK

REEL: 002621 FRAME: 0028

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RECORDED: 03/18/2003