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EET

102367225

Attorney Docket No.

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

1. Name(s) of conveying party(ies):

Name: Amerifee LLC

Address: 225 Turnpike Road Southborough, MA 01772

1-31-03

- Individual(s) Association
General Partnership Limited Partnership
Corporation

Other: Limited Liability Corporation

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

3. Nature of conveyance:

- [X] Assignment [] Merger
[] Security Agreement [] Change of Name

Other:

Execution Date: May 9, 2001

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

Name: Capital One Financial Corporation

Address: 2980 Fairview Park Drive, Suite 1300 Falls Church, Va. 22042

- Individual(s)
Association
General Partnership
Limited Partnership
[X] Corporation
Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? [] Yes [] No

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

A. Trademark Application No.(s)

76/133,194 76.133,195 76/133,225
76/148,295 76/234,360 76/240,333
76/267,902

B. Trademark Registration No.(s)

1,842,037 1,842,038 2,480,302
2,589,712 2,598,013 2,647,107

Additional numbers attached? [] Yes [X] No

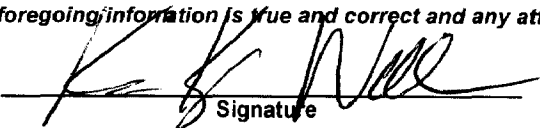
02/14/2003 TBIAZ1 00000079 501666 76133194

01 FC:8521 40.00 CH
02 FC:8522 300.00 CH

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Karen Kontje Waller, Esquire Address: Capital One Financial Corporation 11013 West Broad Street Internal Zipcode: 12061-0460 Glen Allen, Va. 23060 phone (804) 967-8654 fax (804) 967-1822 <u>karenk.waller@capitalone.com</u>	6. Total number of applications and registrations involved: <p style="text-align: center;">13</p>
	7. Total fee (37 CFR 3.41): \$340.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Authorized to be charged to deposit account only if fee is deficient
	8. Deposit account number: <p style="text-align: center;">501666</p>

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.

Karen Kontje Waller Name of Person Signing	 _____ Signature	1/28/03 _____ Date
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Total number of pages including cover sheet, attachments, and document: 6

NUNC PRO TUNC ASSIGNMENT

Amerifree LLC, a limited liability corporation, with its principal place of business at 225 Turnpike Road, Southborough, MA 01772 ("Assignor"), is the record owner of the registered U.S. trademarks identified in Exhibit A ("the Trademarks").

On May 9, 2001, Capital One Financial Corporation, a corporation with its principal place of business at 2980 Fairview Park Drive, Suite 1300, Falls Church, Virginia, 22042 ("Assignee"), acquired the Trademarks from Assignor. Assignee is successor in interest and owner in fact of the Trademarks. The parties desire to reflect this fact in the records of the U.S. Patent and Trademark Office.

In consideration of the foregoing, and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns nunc pro tunc, effective May 9, 2001, to Assignee all of its rights, title, and interests in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, and the right to sue and recover for any past infringements, dilution, and any other violations.

The Commissioner is requested to issue the certificates of registration to Assignee and return same to the following address:

Karen Kontje Waller, Esquire
Capital One Financial Corporation
Attn: 12061-0461
11013 West Broad Street
Glen Allen, Va. 23060
(804) 967-8654
fax (804) 967-1822
karenk.waller@capitalone.com

EXHIBIT A

<u>MARK</u>	<u>SERIAL OR REG. NO.</u>
OFF	1,842,037
SMILE RIGHT NOW!	1,842,038
DFP	2,480,302
AMERIFEE	2,589,712
STRAIGHTTALK	2,598,013
FINE LINES	2,647,107
VISION FEE PLAN & Design	76/133,194
DENTAL FEE PLAN & Design	76/133,195
COSMETIC FEE PLAN & Design	76/133,225
ORTHODONTISTS FEE PLAN & Design	76/148,295
THE EASY WAY TO PAY	76/234,360
FERTILITY FEE PLAN & Design	76/240,333
FAMILY FEE PLAN & Design	76/267,902

By: Thomas N. Anderson

Name: Thomas N. Anderson

Title: Chief Executive Officer

For: Amerifree Limited Liability Company

Date: 1/16/03

By: Frank LaPrade

Name: Frank LaPrade, Esquire

Title: Vice-President & Deputy General Counsel

For: Capital One Financial Corporation

Date: 1/16/03