

03-27-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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ET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): SOUTH PLAINS DELAWARE FINANCIAL CORPORATION. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State - DELAWARE, and Other. Execution Date: 03/14/2003.

2. Name and address of receiving party(ies) Name: BankTEL Systems, Inc. Internal Address: 5211 Brownfield Highway, Lubbock, TX 79407. Includes checkboxes for citizenship and partnership types.

3. Nature of conveyance: Includes checkboxes for Assignment, Merger, Security Agreement, Change of Name, and Other. Execution Date: 03/14/2003.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,775,060

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: M. Andrew Stewart, Internal Address: Mullin Hoard & Brown, L.L.P., Street Address: 1500 Broadway, Suite 700, Lubbock, TX 79401

7. Total fee (37 CFR 3.41) \$ 40.00 Includes checkboxes for Enclosed and Authorized to be charged to deposit account. 8. Deposit account number:

03/26/2003 DRYRME 00000184 1775060 01 FC:8521

DO NOT USE THIS SPACE

9. Signature. M. Andrew Stewart Name of Person Signing

Signature (Handwritten)

03/20/2003 Date 6 Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002694 FRAME: 0512

ASSIGNMENT OF TRADEMARK

WHEREAS, South Plains Financial Services Inc., a Texas Corporation having a place of business at 5211 Brownfield Highway, Lubbock, Texas 79407 ("SPFSI"), acquired, adopted and used the following trademark which is registered in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
BANKTEL and Design	1,775,060	June 8, 1993

WHEREAS, SPSFI merged into its' parent corporation, South Plains Delaware Financial Corporation ("SPDFC") on September 23, 2002, by filing Certificates of Merger in Texas and Delaware, attached as Exhibit "A", whereby SPDFC has by operation of law acquired all of SPSFI's right, title and interest in and to the above identified trademark including the right to enforce and protect the trademark and to sue for past infringements, together with the goodwill of the business connected with the use of an symbolized by the trademark and the above identified registration therefor; and

WHEREAS, BankTEL Systems, Inc. ("BankTEL") was formed on September 19, 2002, and is a wholly owned subsidiary of SPDFC; and

WHEREAS, SPDFC moved all software licensing and operations conducted by BankTEL Systems as a division of SPDFC, out of SPDFC and into BankTEL as a corporate subsidiary; and


WHEREAS, BankTEL has acquired all of SPDFC's right, title and interest in and to the above identified trademark including the right to enforce and protect the trademark and to sue for past infringements, together with the goodwill of the business connected with the use of an

symbolized by the trademark and the above identified registration therefore, and is desirous of making such acquisition of record;

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, SPDFC confirms that it has sold, assigned, transferred and conveyed, and does hereby sell, assign, transfer and convey to BankTEL, all of its rights, title and interest in and to the above identified trademark including the right to enforce and protect the trademark and to sue for past infringements, together with the goodwill of the business connected with the use of and symbolized by the trademark and the above identified registration for said trademark.


Signed at RUIDOSO, New Mexico this 14th day of March, 2003.

SOUTH PLAINS DELAWARE
FINANCIAL CORPORATION


By: Curtis Griffith, President

State of New Mexico §
County of Lincoln §

Before me, a Notary Public in and for said County and State on this 14th day of March, 2003 personally appeared Curtis Griffith to me known to be the identical person who executed the foregoing ASSIGNMENT OF TRADEMARK and acknowledged to me that he executed the same as his free and voluntary act and deed for the purposes therein set forth.


Notary Public

My commission expires:

Sept 17th 2003

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING
SOUTH PLAINS FINANCIAL SERVICES, INC.
INTO
SOUTH PLAINS DELAWARE FINANCIAL CORPORATION**

Pursuant to Section 253 of the General Corporation Law of Delaware South Plains Delaware Financial Corporation, a corporation incorporated on the 27th day of October, 1992, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of South Plains Financial Services, Inc., a corporation incorporated on the 14th day of December, 1995, pursuant to the provisions of the Texas Business Corporations Act, and that this corporation, by a resolution of its Board of Directors duly adopted by a unanimous written consent in lieu of meeting on the 17th day of September, 2002, determined to and did merge into itself said South Plains Financial Services, Inc., which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100% of the outstanding stock of South Plains Financial Services, Inc., a corporation organized and existing under the laws of Texas, and

WHEREAS this corporation desires to merge into itself the said South Plains Financial Services, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said South Plains Financial Services, Inc., and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said South Plains Financial Services, Inc., and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of

EXHIBIT A

**TRADEMARK
REEL: 002694 FRAME: 0515**

State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Kent County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said South Plains Delaware Financial Corporation has caused this certificate to be signed by Curtis Griffith, an authorized officer, this 10th day of September, 2002.

By: 

Name: Curtis Griffith

Title: President



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

SOUTH PLAINS FINANCIAL SERVICES, INC.
Domestic Business Corporation
[Filing Number: 138097600]

Into

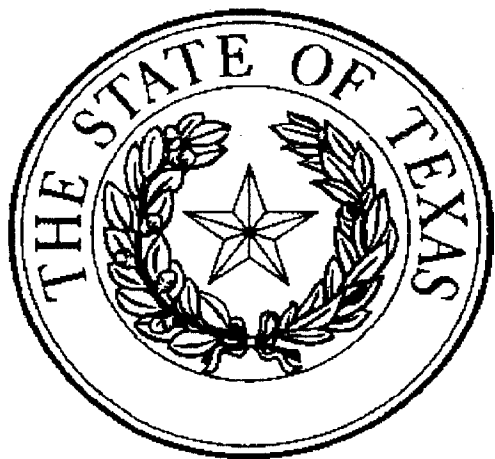
South Plains Delaware Financial Corporation
Foreign Business Corporation
DE, USA
[Entity not of Record, Filing Number Not Available]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated:09/23/2002

Effective:09/23/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Jones

FAX(512) 463-5709

RECORDED: 03/26/2003

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TRADEMARK
REEL: 002694 FRAME: 0517