

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings $\square \square \square \blacktriangledown$

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

1. Name of conveying party(ies):
Fifth Third Processing Systems, Inc.

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

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

2. Name and address of receiving party(ies)
Name: **Fifth Third Processing Solutions Inc.**

Internal Address: _____
Street Address: **38 Fountain Square Plaza**
MD 10907E
City: **Cincinnati** State: **Ohio** ZIP: **45263**

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Corrective assignment previously**
- Merger
- Change of Name

recorded on reel/frame 002718/0903 to correct receiving party
Execution Date: **6/16/03**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,120,703 **1,712,167** **1,947,516**
2,219,108 **2,626,436**

Additional numbers attached? Yes No

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

Name: **Bruce Tittel, Esq.**

Internal Address: _____

Street Address: **Wood, Herron & Evans, LLP**
2700 Carew Tower, 441 Vine Street

City: **Cincinnati** State: **Ohio** ZIP: **45202**

6. Total number of applications and registrations involved: **5**

7. Total fee (37 CFR 3.41)..... **240.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

23-3000

(Attach duplicate copy of this page if paying by deposit account)

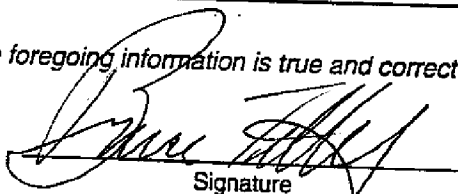
DO NOT USE THIS SPACE

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.

Bruce Tittel

Name of Person Signing
Reg. No. **22,324**


Signature

November 21, 2003
Date

Total number of pages including cover sheet, attachments, and document: **18**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box 50
Washington, DC 20540
REF: 002753 FRAME: 0834

700054268

CH \$140.00 233000 1120703

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RECEIVED

04-28-2003

SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings



To the Honorable Commissioner of Patents

102432921

Attached original documents or copy thereof.

1. Name of conveying party(ies): Midwest Payment Systems

2003 APR 23 AM 8:57

2. Name and address of receiving party(ies)

Name: Fifth Third Processing Systems, Inc.

Internal Address:

Street Address: 38 Fountain Square Plaza

MD 10907E

City: Cincinnati State: OH ZIP: 45263

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

FINANCE SECTION

4.23.03

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

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

3. Nature of conveyance:

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

If assignee is not domiciled in the United States... Designations must be a separate document from assignment

Execution Date: January 16, 2003

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

A. Trademark Application No.(s)

Refund Ref: 04/23/2003 GTDM11 0000126492

B. Trademark Registration No.(s) 1,120,703

1,947,519 1,712,167 2,626,436 2,219,108

CHECK Refund Total: \$100.00

Additional numbers attached? Yes No

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

Name: Bruce Tittel, Esq.

Internal Address:

Wood, Herron & Evans, L.L.P. 2700 Carew Tower 441 Vine Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$240.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

23-3000

(Attach duplicate copy of this page if paying by deposit account)

04/25/2003 GTDM11 00000108 1947519

DO NOT USE THIS SPACE

01 FC:8521 40.00 OP 02 FC:8522 00.00 OP

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.

Bruce Tittel

Name of Person Signing Reg. No. 22,324

Signature

April 23, 2003

Date

Total number of pages including cover sheet, attachments, and...

TRADEMARK

Doc ID --> 200324100352

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/28/2003	200324100352	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

OHIO DIVISION OF FINANCIAL INSTITUTIONS
 ANDREW RUSSELL
 77 SOUTH HIGH ST
 COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell**

372067

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

~~THIRD PROCESSING SOLUTIONS, INC.~~

and, that said business records show the filing and recording of:

Document(s)

~~MERGED OUT OF EXISTENCE~~

Document No(s):

200324100352



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 29th day of August, A.D.
 2003.

J. Kenneth Blackwell
 Ohio Secretary of State

Doc ID -> 200324100352



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

Expedite this Form (Select One)

Will Form be sent by the following:

Yes PO Box 1390

Columbus, OH 43216

--- Requires an additional fee of \$190 ---

No PO Box 1329

Columbus, OH 43216

CERTIFICATE OF MERGER

(For Domestic or Foreign, Profit or Non-Profit)

Filing Fee \$125.00

(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Fifth Third Bank

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

Domestic (Ohio) For-Profit Corporation, charter number 877750

Domestic (Ohio) Non-Profit Corporation, charter number _____

Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____

Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____

Domestic (Ohio) Limited Liability Company, with registration number _____

Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____

Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio, _____

Domestic (Ohio) Limited Partnership, with registration number _____

Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

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- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (if this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

~~(Please list the name, charter, license or registration number of each merging entity.)~~

Name / charter, license or registration number	State/Country of Organization	Type of Entity
<u>Fifth Third Processing Solutions, Inc. / 372067</u>	<u>Ohio</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Paul L. Reynolds Mail Drop 10AT76, 38 Fountain Square Plaza
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.

Cincinnati OH 45263
(city, village or township) (state) (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: August 29, 2003 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

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VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Paul L. Reynolds 38 Fountain Square Plaza
 (name) (street) *NOTE: P.O. Box Addresses are NOT acceptable.*
Cincinnati Ohio 45263
 (city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

 (name) (street) *NOTE: P.O. Box Addresses are NOT acceptable.*
 _____, Ohio _____
 (city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

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B. The qualifying entity also states as follows; (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationaly/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) Ohio (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

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(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

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The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then Items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

_____, _____, _____
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

_____, Ohio _____
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

FIFTH THIRD BANK

(Exact name of entity)

By: [Signature]

Its: Executive Vice President

Date: 6/16/03

FIFTH THIRD PROCESSING SOLUTIONS, INC.

(Exact name of entity)

By: [Signature]

Its: President

Date: 6/16/03

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

Doc ID --> 200324100352

**STATE OF OHIO
DEPARTMENT OF COMMERCE
DIVISION OF FINANCIAL INSTITUTIONS**

CERTIFICATE OF APPROVAL

THIS IS TO CERTIFY:

WHEREAS, Fifth Third Bank, Cincinnati, Ohio, is an Ohio-chartered bank doing business under authority granted by the Division of Financial Institutions and subject to Chapters 1101. to 1127. of the Ohio Revised Code; and

WHEREAS, on June 24, 2003, Fifth Third Bank filed with the Division of Financial Institutions an application for approval of the merger of Fifth Third Processing Solutions, Inc., Cincinnati, Ohio, with and into Fifth Third Bank pursuant to the agreement by and between said institutions; and

WHEREAS, having considered the relevant facts and circumstances and applicable law, we have determined that:

1. The financial and managerial resources and future prospects of Fifth Third Bank are adequate to withstand the impact of the merger;
2. The merger will not have an adverse effect on the convenience and needs of the communities to be served by the surviving bank; and
3. Upon completion of the merger, the surviving bank will meet the requirements of Chapters 1101. to 1127. of the Ohio Revised Code.

NOW, THEREFORE, pursuant to Section 1115.27 of the Ohio Revised Code, we hereby approve the merger of Fifth Third Processing Solutions, Inc., with and into Fifth Third Bank, subject to all of the following conditions:

1. The merger and related transactions shall be done in accordance with the terms of the agreement by and between Fifth Third Processing Solutions, Inc., and Fifth Third Bank.
2. All representations and commitments made by Fifth Third Bank in the application shall be binding upon said bank.
3. Prior to consummation of the merger, Fifth Third Bank shall have received any required approvals for the merger by other state and federal regulatory agencies and shall have submitted copies of such approvals to the Division of Financial Institutions.
4. The merger shall be effective on the date specified in the Certificate of Merger or, if no date is specified therein, on the date the Certificate of Merger is filed with the Ohio Secretary of State.

TRADEMARK

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Approval Order

Page 2

5. Fifth Third Bank shall consummate the merger within one year of the date of this order.
6. Fifth Third Bank shall publish the fact of the consummation of the merger in a newspaper of general circulation in Hamilton County, Ohio, within two weeks after the effective date thereof and file a copy of such notice showing the newspaper and date of publication with the Division of Financial Institutions within thirty days after publication, as required by §1115.18 of the Ohio Revised Code.

IN WITNESS WHEREOF, we hereunto set our hands this Fourteenth day of August, 2003.

Division of Financial Institutions



Michael O. Roark
Deputy Superintendent for Banks



F. Scott O'Donnell
Superintendent

TRADEMARK

Doc ID -> 200324100352



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/29/2003	200324100352	MERGER/DOMESTIC (MER)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

OHIO DIVISION OF FINANCIAL INSTITUTIONS
 ANDREW RUSSELL
 77 SOUTH HIGH ST
 COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

877750

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FIFTH THIRD BANK

and, that said business records show the filing and recording of:

Document(s)

MERGER/DOMESTIC

Document No(s):

200324100352



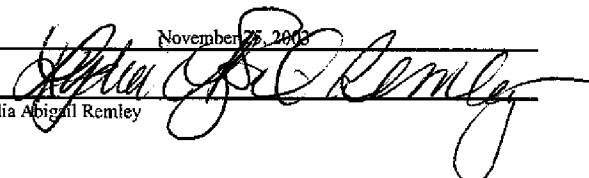
United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 29th day of August, A.D.
 2003.

J. Kenneth Blackwell
 Ohio Secretary of State

TRADEMARK

I hereby certify that this correspondence is being transmitted via facsimile to the Assignment Branch of the USPTO via facsimile number 703-306-5995 on

November 25, 2003

 Lydia Abigail Remley

Reg. No.: 1,120,703
 Reg. Date: June 19, 1979
 Owner: Fifth Third Processing Solutions, Inc.
 Mark: JEANIE & design

Reg. No.: 1,947,519
 Reg. Date: January 9, 1996
 Owner: Fifth Third Processing Solutions, Inc.
 Mark: BILLPAYER 2000

Reg. No.: 1,712,167
 Reg. Date: September 1, 1992
 Owner: Fifth Third Processing Solutions, Inc.
 Mark: JEANIE

Reg. No.: 2,626,436
 Reg. Date: September 24, 2002
 Owner: Fifth Third Processing Solutions, Inc.
 Mark: PREMIER ISSUE

Reg. No.: 2,219,108
 Reg. Date: January 19, 1999
 Owner: Fifth Third Processing Solutions, Inc.
 Mark: BILLSENDER

Cincinnati, Ohio 45202

November 25, 2003

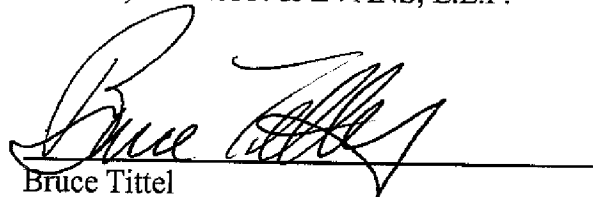
Director
 United States Patent and Trademark Office
 Box Assignment
 Washington, D.C. 20231

Sir:

REQUEST FOR ASSIGNMENT RECORDATION

Submitted herewith for filing in the above-identified trademark registrations is a Recordation Form Cover Sheet, noting a change in the owner's name. An assignment requesting a name change was previously recorded on April 23, 2003 at Reel/Frame 002718/0903, but there was a clerical error in the receiving party's name made on our behalf. The receiving party's name in connection with that request is Fifth Third Processing Solutions, Inc. The paperwork incorrectly reflected the receiving party's name as Fifth Third Processing Systems, Inc. In addition, a subsequent Recordation Form Cover Sheet was filed on November 13, 2003 to show another name change for the same properties. The receiving party associated with that request is Fifth Third Bancorp d/b/a Fifth Third Bank. The Assignment Branch called and requested that we submit another Recordation Form Cover Sheet to correct the April 23, 2003 assignment. This document reflects the conveying party's name as Fifth Third Processing Systems, Inc. and the receiving party's name as Fifth Third Processing Solutions, Inc. It is intended that the attached documentation will correct the errors in the chain of title and the above-identified trademark registrations will be accurately recorded in the name of Fifth Third Bancorp d/b/a Fifth Third Bank.

Respectfully submitted,
WOOD, HERRON & EVANS, L.L.P.



Bruce Tittel
Reg. No. 22,324

2700 Carew Tower
441 Vine Street
Cincinnati, OH 45202-2917
(513) 241-2324 (telephone)
(513) 421-7269 (facsimile)