TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Netzee, Inc.		05/11/2001	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	iPay, LLC
Street Address:	232 Poplar Street
City:	Elizabethtown
State/Country:	KENTUCKY
Postal Code:	42701
Entity Type:	LIMITED LIABILITY COMPANY: KENTUCKY

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2198290	CALL ME BILL
Registration Number:	2220448	CALL ME BILL

CORRESPONDENCE DATA

Fax Number: (502)588-1960

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 5026252784

Email: sduvall@middreut.com

Correspondent Name: Scot A. Duvall

Address Line 1: 2500 Brown & Williamson Tower

Address Line 2: 401 S. Fourth Avenue

Address Line 4: Louisville, KENTUCKY 40202

ATTORNEY DOCKET NUMBER:	ZP026-04002
NAME OF SUBMITTER:	Scot A. Duvall
Signature:	/Scot A. Duvall/

TRADEMARK REEL: 003173 FRAME: 0226

900033710

Date:	10/11/2005	
Total Attachments: 2		
source=Netzee to iPay LLC Assmt#page1.tif		
source=Netzee to iPay LLC Assmt#page2.tif		

TRADEMARK REEL: 003173 FRAME: 0227

ASSIGNMENT OF TRADEMARKS

WHEREAS, NETZEE, INC., a corporation of the state of Georgia, adopted and continuously used up to May 1, 2001 the following "marks" which are registered or have been applied for registration in the United States Patent and Trademark Office:

MARK	<u>SERIAL/REG. NO.</u>	FILING/REG. DATE
CALL ME BILL	Reg. No. 2,198,290	Oct. 20, 1998
CALL ME BILL (& Design)	Reg. No. 2,220,448	Jan. 26, 1999

WHEREAS, iPAY, LLC, a Kentucky limited liability company, acquired by agreement effective May 1, 2001 all rights in the above referenced marks and corresponding registrations thereof, including all claims and rights associated therewith and including the right to bring and maintain actions for trademark infringement (including the right to sue for infringement damages incurred or arising prior to said date), and has continuously used said marks since that date;

WHEREAS, in addition to the agreement of May 1, 2001 the parties wish to evidence the transfer of said marks and registrations thereof by this document;

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and confessed, said NETZEE, INC. does hereby evidence its assignments unto iPAY, LLC, all rights, title and interest in and to the above trademarks, together with the goodwill of the business symbolized by the trademarks; all rights in the corresponding registrations listed above; and all claims and rights associated

TRADEMARK REEL: 003173 FRAME: 0228 therewith including the right to bring and maintain actions based on those trademarks, all effective as of May 1, 2001.

NETZEE, INC.

115 President

STATE OF GEORGIA

) :ss

COUNTY OF Falton

RECORDED: 10/11/2005

I do hereby certify that <u>Diany Jack in</u>, personally known to me to be the person who executed the foregoing instrument, appeared before me this day in person and acknowledged the execution and delivery thereof, under his/her seal, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by Notarial Seal on this //_ day of May, 2001.

Notary Public

My commission expires: Sept 1 2003

TRADEMARK REEL: 003173 FRAME: 0229