

Form PTO-1594 (Rev. 03-11)
OMB Collection 0651-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
ING Direct Bancorp

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
 No

Additional names, addresses, or citizenship attached?

Name: ING Bank, fsb
Internal Address: _____
Street Address: 1 South Orange Street
City: Wilmington
State: Delaware
Country: USA Zip: 19801

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Federal state savings bank Citizenship USA

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 02/17/2012

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
85279111

B. Trademark Registration No.(s)
3745893

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Leslie Arnold
Internal Address: Fish & Richardson P.C.
Street Address: P.O. Box 1022
City: Minneapolis
State: MN Zip: 55440-1022
Phone Number: 949-654-5468
Fax Number: 877-769-7945
Email Address: arnold@fr.com

6. Total number of applications and registrations involved: 56

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1415.00

Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number 061050
Authorized User Name Catherine H. Stockell

9. Signature: Leslie Arnold 4/3/2012
Signature Date

Leslie Arnold Total number of pages including cover sheet, attachments, and document: 9
Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$1415.00 061050 85279111

Continuation of Item 4A. Trademark Application Numbers

85249241
77622656
77622645
76455989
77490856
76343786
77612957
77612964
77407655
76071823
85249220
76036370
77662152
76066841
76089023
76096580
76627103
77417668
77196492
76627102
77036422
78594457
77502556
76456050
76096577
76085478
76036367
76096579
76096578
76036371
76096581
76119766
76036368
77739693
77663843
76071824
78643478
85359721
85253353

85249249
85359708
85398098

B. Trademark Registration Numbers

3733314
3733317
3362892
3356853
3068848
3346357
3524478
3733315
3745892
3852091
4021367
4033073

EXECUTION VERSION

TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (this "Assignment"), effective as of February 17, 2012 (the "Effective Date") is made between ING Direct Bancorp, a corporation incorporated under the laws of Delaware (the "Assignor") and ING Bank, fsb, a federal stock savings bank (the "Assignee") (each a "Party" and, collectively, the "Parties").

WHEREAS, the Assignor has certain rights in the trademarks, trademark registrations and trademark applications set forth on Annex A hereto (the "Transferred Trademarks");

WHEREAS, the Assignor desires to assign and transfer to the Assignee all of its right, title and interest in and to the Transferred Trademarks; and

WHEREAS, the Assignee desires to accept from the Assignor the assignment and transfer of all of such Assignor's right, title and interest in and to the Transferred Trademarks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, each intending to be legally bound, hereby agree as follows:

Assignment. The Assignor hereby assigns and transfers to the Assignee, and the Assignee hereby accepts the transfer and assignment of, any and all of the Assignor's right, title and interest in and to the Transferred Trademarks in the United States of America, its territories and possessions (the "Territory") including, without limitation the following, solely in the Territory: (i) all goodwill associated therewith and symbolized thereby, (ii) all common law rights embodied therein, (iii) the applications, registrations therefor and any renewals thereof and (iv) the exclusive right to sue for all past, present and future claims, counterclaims, credits, causes of actions, choses in action, rights of recovery and rights of setoff under such right against any person, together with (to the extent applicable) the right to sue for infringement, misappropriation, unauthorized use or other violation thereof, and the right to collect any resulting damages, lost profits, legal fees and costs, including from acts that may have occurred prior to, on, or after the Effective Date. Assignor requests that the United States Commissioner of Patents and Trademarks record Assignee as the assignee and owner of the Transferred Trademarks.

Further Assurances. The parties shall execute all papers and perform such other acts as may be reasonably necessary to give Assignee the full benefit of this Assignment.

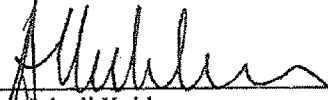
Governing Law. Except to the extent preempted by United States federal law, this Agreement shall be governed by, and interpreted in accordance with, the laws of the State of New York applicable to contracts made and to be performed entirely within such state, without regard to the conflicts of law principles thereof to the extent that such principles would apply the law of another jurisdiction.

Counterparts. This Assignment may be executed in two or more counterparts which may be delivered by means of facsimile or email, each of which shall be deemed to constitute an original, but all of which together shall be deemed to constitute one and the same instrument.

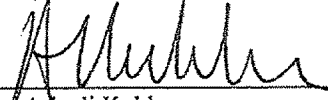
[Signature Page Follows]

IN WITNESS WHEREOF, each Party has caused this Assignment to be executed by its duly authorized representative.

ING DIRECT BANCORP

By: 
Name: Arkadi Kuhlmann
Title: President and Chief Executive Officer

ING BANK, FSB

By: 
Name: Arkadi Kuhlmann
Title: President and Chief Executive Officer

(Signature Page to Trademark Assignment Agreement)

ANNEX A**Transferred Trademarks****I. United States Trademarks****A. Registered Trademarks**

Record Owner	Mark	Registration No.	Registration Date
ING Direct Bancorp	Design of Orange Ball bouncing horizontally	3745893	February 9, 2010
ING Direct Bancorp	Design of an Orange Sphere in three dimensions	3733314	January 5, 2010
ING Direct Bancorp	Design of an Orange Sphere in three dimensions	3733317	January 5, 2010
ING Direct Bancorp	Orange Colored Ball design	3362892	January 1, 2008
ING Direct Bancorp	Orange Colored Ball design	3356853	December 18, 2007
ING Direct Bancorp	Orange Colored Ball design	3068848	March 14, 2006
ING Direct Bancorp	Orange Colored Ball design	3346357	November 27, 2007
ING Direct Bancorp	Orange Colored Ball design	3524478	October 28, 2008
ING DIRECT Bancorp	B&W Three Dimensional Design of Ball	3733315	January 5, 2010
ING DIRECT Bancorp	B&W Design of Ball bouncing horizontally	3745892	February 9, 2010
ING DIRECT Bancorp	wethesavers.com and Orange Ball Design	3852091	September 28, 2010
ING Direct Bancorp	OLA ORANGE LOAN ACCOUNT	4021367	September 6, 2011
ING Direct Bancorp	ORANGE SECURITY GUARANTEE Design	4033073	October 4, 2011

B. Pending Trademark Applications

Record Owner	Mark	Application No.	Application Date
ING Direct Bancorp	Orange Ball Bouncing Vertically	85279111	March 28, 2011
ING Direct Bancorp	ORANGE4KIDS Design	85249241	February 23, 2011
ING Direct Bancorp	PLANET ORANGE Design (in color)	77622656	November 26, 2008
ING Direct Bancorp	PLANET ORANGE Design (b/w)	77622645	November 26, 2008
ING Direct Bancorp	PLANET ORANGE	76455989	October 2, 2002
ING Direct Bancorp	EASY ORANGE	77490856	June 4, 2008
ING Direct Bancorp	ELECTRIC ORANGE	76343786	December 3, 2001

Record Owner	Mark	Application No.	Application Date
ING Direct Bancorp	ELECTRIC ORANGE CHECKING	77612957	November 12, 2008
ING Direct Bancorp	ELECTRIC ORANGE CHECKING ACCOUNT	77612964	November 12, 2008
ING Direct Bancorp	E-ORANGE	77407655	February 27, 2008
ING Direct Bancorp	IT PAYS TO BE ORANGE	76071823	June 16, 2000
ING Direct Bancorp	ORANGE 4KIDS	85249220	February 23, 2011
ING Direct Bancorp	ORANGE ACCOUNT	76036370	April 27, 2000
ING Direct Bancorp	ORANGE BUSINESS ACCOUNT	77662152	February 3, 2009
ING Direct Bancorp	ORANGE CARD	76066841	June 9, 2000
ING Direct Bancorp	ORANGE CD	76089023	July 14, 2000
ING Direct Bancorp	ORANGE CDS	76096580	July 26, 2000
ING Direct Bancorp	ORANGE CHECKING ACCOUNT	76627103	January 7, 2005
ING Direct Bancorp	ORANGE DAYS OF GIVING	77417668	March 10, 2008
ING Direct Bancorp	ORANGE DAYS OF GIVING	77196492	June 4, 2007
ING Direct Bancorp	ORANGE DEBIT CARD	76627102	January 7, 2005
ING Direct Bancorp	ORANGE FOR BUSINESS	77036422	November 3, 2006
ING Direct Bancorp	ORANGE HOME EQUITY	78594457	March 24, 2005
ING Direct Bancorp	ORANGE HOME LOANS	76477931	December 23, 2002
ING Direct Bancorp	ORANGE JR.	77502556	June 19, 2008
ING Direct Bancorp	ORANGE KIDS	76456050	October 2, 2002
ING Direct Bancorp	ORANGE LOAN	76096577	July 26, 2000
ING Direct Bancorp	ORANGE LOAN ACCOUNT	76085478	July 6, 2000
ING Direct Bancorp	ORANGE MINUS	76036367	April 27, 2000
ING Direct Bancorp	ORANGE MORTGAGE	76096579	July 26, 2000
ING Direct Bancorp	ORANGE MORTGAGES	76096578	July 26, 2000
ING Direct Bancorp	ORANGE PLUS	76036371	April 27, 2000
ING Direct Bancorp	ORANGE SAVINGS	76096581	July 6, 2000
ING Direct Bancorp	ORANGE SAVINGS ACCOUNT	76119766	July 6, 2000
ING Direct Bancorp	ORANGE SAVINGS ACCOUNT	76036368	April 27, 2000
ING Direct Bancorp	ORANGE SECURITY GUARANTEE	77739693	May 18, 2009
ING Direct Bancorp	ORANGEOPOLIS	77663843	February 5, 2009
ING Direct Bancorp	PAYORANGE	85183761	November 23, 2010
ING Direct Bancorp	SIMPLY ORANGE	76071824	June 16, 2000
ING Direct Bancorp	ZERO CLOSING COST ORANGE MORTGAGE	78643478	June 3, 2005
ING Direct Bancorp	MOBILE and Orange Ball Mark	85/359,721	June 29, 2011
ING DIRECT Bancorp	TOUCH THE BALL	85/253,353	February 28, 2011

Record Owner	Mark	Application No.	Application Date
ING DIRECT Bancorp	HAVE A BALL	85/249,249	February 23, 2011
ING DIRECT Bancorp	KIDS SAVINGS ACCOUNT and Suspended Orange Ball with Shadow Mark	85/359,708	June 29, 2011
ING DIRECT Bancorp	ELECTRIC ORANGE and Lightning Bolt Design	85/398,098	August 15, 2011

SCI:3071778.14