

08-27-1998

FORM PTO-

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE



100807056

To the Honorable Commissioner of Patents and Trademarks, and original documents or copy thereof.

MRD 8-11-98

1. Name of conveying party(ies):
Clow Corporation

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 18, 1987

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

Name: McWane Financial Corporation
Internal Address: _____
Street Address: 23 Inverness Center Parkway
City: Birmingham State: Alabama Zip: 35242

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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,092,239

Additional numbers attached: Yes No

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

Name: Jeffrey R. Gray
Internal Address: Lee, Mann, Smith, McWilliams, Sweeney & Ohlson
Street Address: P.O. Box 2786
City: Chicago State: Illinois Zip: 60690-2786

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-0913

(Attach duplicate copy of this form 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.

Jeffrey R. Gray

Name of Person Signing

Signature

August 11, 1998

Date

Total number of pages comprising cover sheet 4

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

08/26/1998 DMGUYEN 00000008 1092239

01 FC:481

40.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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FILED

DEC 24 1987 10AM

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SUBSIDIARY CORPORATION INTO
PARENT CORPORATION
(Pursuant to Section 253 of the General
Corporation Law of Delaware)


SECRETARY OF STATE

McWane Financial Corporation, a Delaware corporation (the "McWane Parent"), does hereby certify:

FIRST: That McWane Parent is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That McWane Parent owns all of the outstanding shares of each class of the capital stock of Clow Corporation, a Delaware corporation (the "Clow Subsidiary").

THIRD: That the McWane Parent, by the following resolutions of its Board of Directors, duly adopted on the 16th day of December, 1987, determined to merge into itself Clow Subsidiary on the conditions set forth in such resolutions:

RESOLVED, that McWane Parent merge into itself its subsidiary, Clow Subsidiary, and assume all of said subsidiary's liabilities and obligations;

FURTHER RESOLVED, that the Vice President and the Secretary of McWane Parent be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said Clow Subsidiary into McWane Parent and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of New Castle County in which McWane Parent's registered office in Delaware is located.

IN WITNESS WHEREOF, said McWane Parent has caused its corporate seal to be affixed and this Certificate of Ownership and Merger to be signed by Ronald O. Travis, its Vice President,

TRADEMARK

REEL: 1774 FRAME: 0119

and Candace Stewart-Magee, its Secretary, this 18th day of December, 1987.

MCWANE FINANCIAL CORPORATION

[Seal]

By: *Ronald Travis*
Its Vice President

ATTEST:

Candace Stewart-Magee
Its Secretary

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, *KATHY S. HEWITT*, a Notary Public in and for said County in said State, hereby certify that RONALD O. TRAVIS, whose name as Vice President of McWane Financial Corporation, a corporation, is signed to the foregoing certificate and who is known to me, acknowledged before me on this day that, being informed of the contents of said certificate, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this the *18th* day of December, 1987.

Kathy S Hewitt
Notary Public

AFFIX SEAL

My Commission expires:

11-26-88

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:
"CLOW CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "MCWANE FINANCIAL CORPORATION" UNDER THE NAME OF "MCWANE FINANCIAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1987, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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RECORDED: 08/11/1998

AUTHENTICATION: 9099438

DATE: 05-26-98
TRADEMARK

REEL: 1774 FRAME: 0121