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101583491

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

1. Name of conveying party(ies):  
**HomeFree Mortgage Company, LLC** *MLD*  
*12.22.00*

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State \_\_\_\_\_  
 Other Limited Liability Company

Additional names(s) of conveying party(ies)       Yes  No

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

Name: J. C. Faulkner

Internal Address: \_\_\_\_\_

Street Address: 6109 Brace Road

City: Charlotte                      State: NC      ZIP: 28211

Individual(s) citizenship U.S.A.  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is                       Yes       N  
 (Designations must be a separate document from  
 Additional name(s) & address(es)                       Yes       N

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: 6 December 2000

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

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

2,095,034

Yes  No

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

Name: Patricia Jones

Internal Address: Ryan Kromholz & Manion, S.C.

Street Address: P. O. Box 26618

City: Milwaukee                      State: WI      ZIP: 53226

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:

06-2360

01/12/2001 DMUYEN 00000117 2095034  
 01 FC:481                      40.00 DP

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.*

Patricia Jones, Reg. No. 46,318                      *Patricia Jones*                      22 December 2000  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

STATE OF NORTH CAROLINA )  
 )  
COUNTY OF MECKLENBURG )

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT (the "Agreement") is entered into to be effective as of December 20, 1999 among J.C. Faulkner, and HomeFree Mortgage Company, LLC ("the Company") with the consent of RMB Holding Company, LLC.

WHEREAS, J.C. Faulkner and RMB Holding Company, LLC are all of the members of the Company;

WHEREAS, Articles of Dissolution for the Company were filed with the North Carolina Secretary of State's office on December 20, 1999, a copy of which is attached;

WHEREAS, J.C. Faulkner, as the sole manager of the Company and the president of the Company was authorized and directed to take all steps required to liquidate the Company,

WHEREAS, J.C. Faulkner has voluntarily infused capital into the Company in order to pay the debts of the Company;

WHEREAS, J.C. Faulkner is the sole owner of RMB Holding Company, LLC, and

WHEREAS, the Company effective as of December 20, 1999, desires to transfer to J.C. Faulkner and J.C. Faulkner is desirous of acquiring all of the rights and interest in and to all of the remaining assets of the Company and the following Service Mark and the corresponding United States Service Mark registration therefore:

Service Mark:	HOME FREE & Design
Registration No.:	2,095,034
Registered:	September 9, 1997
Filed:	September 9, 1996
Classification:	Mortgage Banking Services

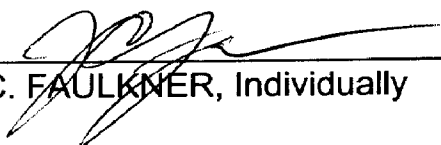
NOW, THEREFORE, for good and valuable consideration, the Company does hereby assign, transfer and sell unto J.C. Faulkner, the entire right, title and interest in and to all of the remaining assets of the Company and the above identified Service Mark and the corresponding United States Service Mark Registration therefor, together with the goodwill of the business appurtenant to and symbolized by said Service Mark and all rights of action against third parties for past infringement thereof, the same to be held and enjoyed by said J.C. Faulkner as fully and entirely as the same would have been held by Company had this assignment, transfer and sale not been made.

The Company hereby warrants and covenants that said Service Mark has not been abandoned, that said Service Mark has been used in the ordinary and regular course of Company's business within the two (2) years immediately prior to the effective date of this assignment and that Company has the full power and authority to convey the rights, title and interests herein assigned, transferred and sold to J.C. Faulkner, that Company has not executed and will not execute any agreement in conflict herewith and that Company will execute any and all other instrument which may be necessary to perfect and evidence J.C. Faulkner's ownership of the property and rights herein conveyed.

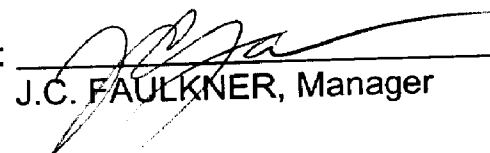
This the 6 day of December 2000.

HOMEFREE MORTGAGE COMPANY, LLC

By:   
J.C. FAULKNER, Manager

  
J.C. FAULKNER, Individually

RMB HOLDING COMPANY, LLC

By:   
J.C. FAULKNER, Manager

# STATE OF NORTH CAROLINA



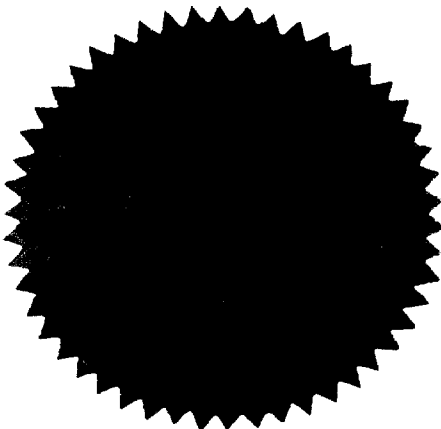
Department of The  
Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF DISSOLUTION  
OF  
HOMEFREE MORTGAGE COMPANY, LLC**

the original of which was filed in this office on the 20th day of December, 1999.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of December, 1999.

*Elaine F. Marshall*

Secretary of State

3549120

State of North Carolina  
Department of the Secretary of State

CORP ID # 0451877  
**FILED**  
2:00 PM  
DEC 20 1999

**ARTICLES OF DISSOLUTION OF  
LIMITED LIABILITY COMPANY**

Effective \_\_\_\_\_  
ELAINE F. MARSHALL  
Secretary of State  
NORTH CAROLINA

Pursuant to §57C-6-06 of the General Statutes of North Carolina, the undersigned hereby submits the following Articles of Dissolution for the purpose of dissolving the limited liability company.

1. The name of the limited liability company is: HomeFree Mortgage Company, LLC

The dates of filing of its Articles of Organization and all amendments thereto are as follows:

The articles of organization of the limited liability company were filed on February 27, 1998. (When the limited liability company was organized, its name was Fast Mortgage Company, LLC.) The articles of organization of the limited liability company were amended by amendments filed on April 8, 1998 (changing its name to HomeFree Mortgage Company, LLC) and on August 12, 1998.

The reason for filing the Articles of Dissolution is as follows:

All members of the limited liability company have consented in writing to the dissolution of the limited liability company.

The effective date (which shall be date certain) of the dissolution, as determined in accordance with N.C.G.S. §57C-6-01, is immediately upon the filing of these Articles of Dissolution.

Attach any other information determined by the members or managers filing these articles.

This the 30<sup>th</sup> day of November, 1999.

HomeFree Mortgage Company, LLC  
Name of Limited Liability Company

  
Signature

J. C. Faulkner, Sole Manager and President  
Type or Print Name and Title

Notes:  
Filing fee is \$30. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.  
(Revised May 1998) (Form L-07)  
CORPORATIONS DIVISION, 300 N. SALISBURY ST., RALEIGH, NC 27603-5909

00066184.WPD.