

02-28-2001



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger Effective Date  
Month Day Year  
\_\_\_\_\_
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name SUMITOMO BANK OF CALIFORNIA Execution Date  
Month Day Year 10011998

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name CALIFORNIA BANK & TRUST

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 300 Lakeside Drive

Address (line 2) \_\_\_\_\_

Address (line 3) Oakland CA 94612  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization California

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,101,742"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

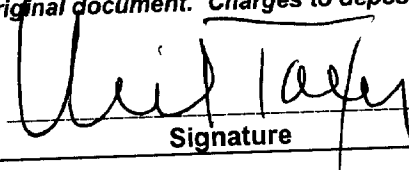
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number:

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Neil E. Taxy    
Name of Person Signing Signature Date Signed

# State of California

SECRETARY OF STATE

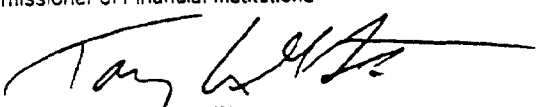


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

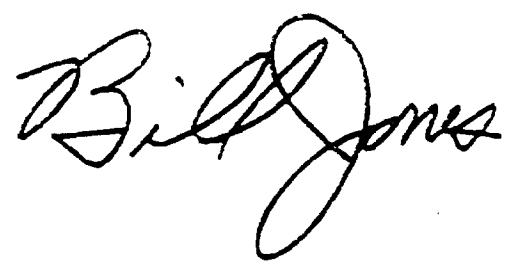
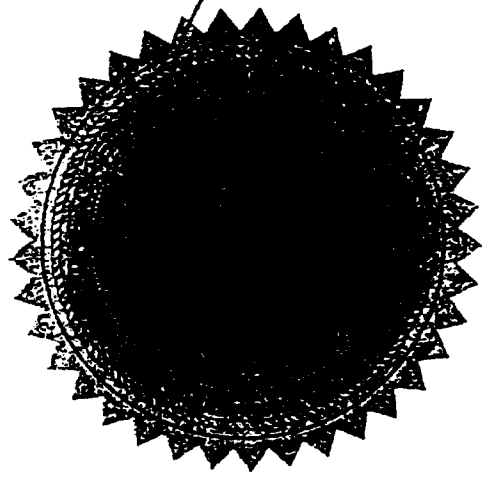
That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

FILED EFFECTIVE  
8:02 A.M., OCTOBER 1, 1998  
WALTER J. MIX III  
Commissioner of Financial Institutions

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

By   
TONY LEHTONEN  
Senior Counsel

OCT 01 1998



Secretary of State

APPROVED  
SEPTEMBER 29, 1998  
WALTER J. MIX III  
Commissioner of Financial Institutions

**ENDORSED - FILED**  
In the Office of the Secretary of State  
of the State of California

By  AGREEMENT OF MERGER  
TONY LEHTONEN  
Senior Counsel

OCT 01 1998

BILL JONES, Secretary of State

BETWEEN

GROSSMONT BANK

AND

THE SUMITOMO BANK OF CALIFORNIA

\* \* \* \* \*

AGREEMENT OF MERGER dated this 1st day of October, 1998, by and between  
Grossmont Bank, a California Corporation, herein called the surviving corporation and The  
Sumitomo Bank of California, a California corporation, herein called the merging corporation.

WITNESSETH that:

WHEREAS the parties to this Agreement, in consideration of the mutual agreements of  
each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said  
corporations, that the merging corporation merge into the surviving corporation under and  
pursuant to the terms and conditions hereinafter set forth;

NOW THEREFORE, the corporations, parties to this Agreement, by and between their  
respective boards of directors, in consideration of the mutual covenants, agreements and  
provisions hereinafter contained do hereby agree upon and prescribe the terms and conditions of  
said merger, the mode of carrying them into effect and the manner and basis of converting the  
shares of the constituent corporations into the shares of the surviving corporation, as follows:

FIRST: The merging corporation shall be merged into the surviving corporation.

SECOND: The Articles of Incorporation of the surviving corporation are not to be amended by virtue of the merger provided for in this Agreement.

THIRD: The terms and conditions of the merger are as follows:

The directors and officers of the surviving corporation on the effective date of this merger, shall continue to be the directors and officers of the surviving corporation.

Upon the merger becoming effective, the separate existence of the merging corporation shall cease and all the property, rights, privileges, franchises, patents, trade-marks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation, shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees, from time to time, as when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

All rights of creditors and all liens upon the property of either of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the merged corporation shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.


FOURTH: Upon the merger becoming effective, the outstanding shares of the merging corporation shall be treated as follows: (i) all of the shares held by the majority shareholder, Grossmont Bank, a California corporation, shall be canceled and cease to exist, without any action on the part of the holder, and no consideration shall be delivered in exchange therefor, (ii) all of the shares held by the minority shareholder, The Robert G. Sarver Separate Property Trust dated September 29, 1997, shall be converted into an aggregate of 50,000 shares of the surviving corporation, without any action on the part of the holder, and (iii) all of the shares held by the minority shareholder, CBT Holdings, a Wyoming general partnership, shall also be converted into an aggregate of 50,000 shares of the surviving corporation, without any action on the part of the holder. Upon the merger becoming effective, the shares of the surviving corporation shall continue in full force and effect as shares of the surviving corporation.

FIFTH: This Agreement of Merger shall become effective on October 1, 1998.

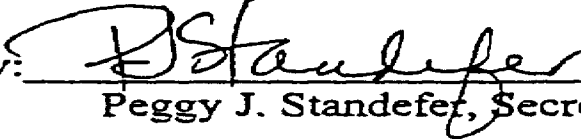
IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective officers thereunto duly authorized on this 1st day of October, 1998.

Grossmont Bank

By: \_\_\_\_\_

  
Allan W. Severson, President

By: \_\_\_\_\_

  
Peggy J. Standefor, Secretary

The Sumitomo Bank of California

By: \_\_\_\_\_

Dale M. Gibbons, President

By: \_\_\_\_\_

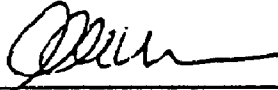
Dale M. Gibbons, Secretary

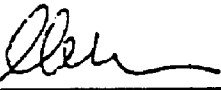
Grossmont Bank

By \_\_\_\_\_  
Allen Severson  
President

By \_\_\_\_\_  
Peggy Standefer  
Secretary

The Sumitomo Bank of California

By  \_\_\_\_\_  
Dale M. Gibbons  
President

By  \_\_\_\_\_  
Dale M. Gibbons  
Secretary



# State of California

SECRETARY OF STATE



1 page

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

OCT 01 1908



*Bill Jones*

Secretary of State

A0514529

ENDORSED - FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE  
OF THE STATE OF CALIFORNIA

OCT - 1 1998

BILL JONES, SECRETARY OF STATE

APPROVED  
September 17, 1998  
WALTER J. MIX III  
Commissioner of Financial Institutions


By   
BRIAN L. WALKUP  
Senior Counsel

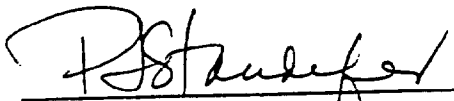
**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION**

Christopher L. Skillern and Peggy J. Standefer certify that:

1. They are the executive vice-president and the secretary, respectively, of Grossmont Bank, a California corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:  
  
"The name of this corporation is California Bank & Trust."  
  
3. The foregoing amendment of the articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of the articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The Shareholder approval was by the holder of all shares of the issued and outstanding shares of the capital stock of the corporation.
5. There is only one class of shares and the number of shares outstanding is 1,199,755.

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at San Diego, California on this 16<sup>th</sup> day of September, 1998.

  
Christopher L. Skillern, Executive Vice-President

  
Peggy J. Standefer, Secretary



REGULATORY/AMEND.ARTICLES