

09-06-2001



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original documents or copy thereof.

To the Honorable Commissioner of Pa

1. Name of conveying party(ies):

BBI Kansas, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State KANSAS
- 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: June 10, 1997

2. Name and address of receiving party(ies)

Name: NB HOLDINGS CORPORATION

Internal Address: _____

Street Address: 100 North Tryon Street

City: Charlotte State: North Carolina Zip: 28255

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

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)

1829379

Additional number(s) attached Yes No

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

Name: John K. Uilkema

Internal Address: Thelen Reid & Priest LLP

Street Address: P.O. Box 190187

City: San Francisco State: California Zip: 94119

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:

500918

(Attach duplicate copy of this page 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.

John K. Uilkema

Name of Person Signing

Signature

August 22, 2001

Date

Total number of pages including cover sheet, attachments and document 1

09/05/2001 DBYRNE 00000173 500918 1829379

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40.00 CH

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

TRADEMARK
REEL: 002362 FRAME: 0024

Office of the Secretary of State

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:

"BBI KANSAS, INC.", A KANSAS CORPORATION,

WITH AND INTO "NB HOLDINGS CORPORATION" UNDER THE NAME OF "NB HOLDINGS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JUNE, A.D: 1997, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2361372 8100M

971188903

AUTHENTICATION: 8503695

DATE: 06-10-97

TRADEMARK
REEL: 002362 FRAME: 0025

CERTIFICATE OF OWNERSHIP AND MERGER
Relating to the Merger
of
BBI KANSAS, INC.
(a Kansas corporation)
Into
NB HOLDINGS CORPORATION
(a Delaware corporation)

The undersigned, NB Holdings Corporation, a Delaware corporation ("NB Holdings"), in accordance with Section 253 of the Delaware Corporation Law, does hereby certify that:

1. NB Holdings is a Delaware corporation.
2. NB Holdings owns 100% of the outstanding shares of each class of stock of BBI Kansas, Inc. ("BBI Kansas").
3. BBI Kansas is a Kansas corporation, and Section 17-6703 of the Kansas General Corporate Code permits BBI Kansas to merge with and into NB Holdings.
4. The following resolutions were duly adopted by the Board of Directors of NB Holdings on May 20, 1997, and they set forth the plan of merger whereby BBI Kansas will be merged with and into NB Holdings, with NB Holdings being the surviving corporation:

WHEREAS, it is advisable and in the best interest of NB Holdings Corporation, a Delaware corporation ("Parent Company"), and its wholly-owned subsidiary, BBI Kansas, Inc., a Kansas corporation ("Subsidiary Company"), that Subsidiary Company be merged with and into Parent Company in accordance with the "parent/subsidiary merger" provisions of Section 253 of the Delaware Corporation Law and Section 17-6703 of the Kansas General Corporation Code;

NOW, THEREFORE, BE IT RESOLVED, that Subsidiary Company be merged with and into Parent Company with Parent Company being the surviving corporation, and that the following plan of merger, which sets forth the terms and conditions of the merger, be and it hereby is, adopted and approved:

IN WITNESS WHEREOF, NB Holdings has executed this Certificate of Ownership and Merger as of the 3rd day of June, 1997 and such execution shall constitute acknowledgment by the person signing this instrument that it is the act and deed of the corporation and that the facts stated herein are true.

NB HOLDINGS CORPORATION

By: [Signature]
Name: JOHN E. MACK
Title: SENIOR VICE PRESIDENT/TREASURER

ATTEST:

[Signature]
Name: MARY-ANN LUCAS
Title: ASSISTANT SECRETARY

(SEAL)

STATE OF NORTH CAROLINA) SS
COUNTY OF MECKLENBURG)

This instrument was acknowledged before me this 3rd day of June, 1997 by JOHN E. MACK, SR. VICE PRES/TREAS. of NB Holdings Corporation, a Delaware corporation, known to me to be the person who executed the within Certificate of Ownership and Merger on behalf of said corporation as the act and deed of said corporation.

[Signature]
Notary Public

(SEAL)

My Commission Expires:

2/26/2001

CERTIFEF.DOC