

04-29-2002

Form PTO-1594

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

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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Tab settings

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

1. Name of conveying party(ies):
 NationsBank, National Association *4/11/02*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other National banking association

2. Name and address of receiving party(ies)
 Name: Bank of America, National Association
 Internal _____
 Address: _____

Street Address: 100 N. Tryon Street
 City: Charlotte State: NC Zip: 28255

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other National banking association

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

If assigned is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

Execution Date: _____

A. Trademark Application No.(s)

 Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,454,384 and 2,450,411
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Miriam J. Rovner, Senior Legal Assistant
 Internal Address: _____

 Street Address: Goodwin Procter LLP
Exchange Place
 City: Boston State: MA Zip: 02109-2881


6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
07-1700
 (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.

Rachelle A. Kagan  _____
 Name of Person signing Signature

Date: 4/10/02 5

Total number of pages include cover sheet, attachments, and document:

06564/078806/1703/161

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

LIBC/1475576.1

TRADEMARK
 REEL: 002494 FRAME: 0153

04/29/2002 LIMEILLER 00000043 2004304
 01 FC:481
 02 FC:482

BANK OF AMERICA, NATIONAL ASSOCIATION
CERTIFICATE OF SECRETARY

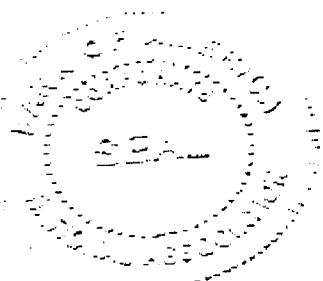
I, ALLISON L. GILLIAM, Assistant Secretary of Bank of America, National Association, a duly organized national banking association (herein the "Association"), do hereby certify that:

1. The title of NationsBank, National Association, Charter Number 14448, was changed to Bank of America, National Association effective July 5, 1999. Attached hereto is a true and correct copy of the official certification of such name change issued by the Office of the Comptroller of the Currency.

2. Bank of America, National Association, Charlotte, North Carolina, Charter Number 14448, was merged into and under the charter of Bank of America National Trust and Savings Association, San Francisco, California, Charter Number 13044, with the resulting bank title of Bank of America, National Association, Charlotte, North Carolina, Charter Number 13044, effective July 23, 1999. Attached hereto is a true and correct copy of the official certification of such merger issued by the Office of the Comptroller of the Currency.

IN WITNESS WHEREOF, I have hereupon set my hand and affixed the seal of said Association this 11th day of February, 2000.

(SEAL)



Allison L. Gilliam
Allison L. Gilliam
Assistant Secretary

**Bank of America, N.T. & S.A., San Francisco, CA/Bank of America, N.A., Charlotte, NC
Merger Certificate
Page 2 of 2**

The OCC also authorizes the resulting bank, since the merger will occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the merger, as adjusted for the combination. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. § 32.4(a) at the end of the quarter following consummation of the merger.

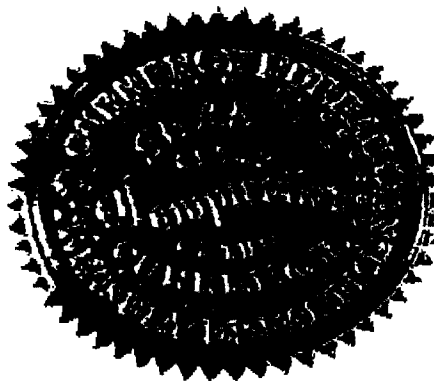
In the event of questions, please contact me at (202) 874-5060.

Sincerely,



Richard T. Erb
Licensing Manager

OCC Control Nr. 98-ML-02-045



** TOTAL PAGE.05 **