

05-21-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002, Tab settings

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

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

1. Name of conveying party(ies): Sacramento Commercial Bank 5-13-02 Individual(s) Association General Partnership Limited Partnership Corporation-State California Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Placer Sierra Bank internal Address: Street Address: 649 Lincoln Way City: Auburn State: CA Zip: 95603 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: filed 03-20-01

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2253619, 2273603, 2140341 Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 3

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Lisa L. Ruth, Esq. Internal Address: Downey, Brand, Seymour & Rohwer, LLP Street Address: 555 Capitol Mall, 10th Fl. City: Sacramento State: CA Zip: 95814

7. Total fee (37 CFR 3.41).....\$ 90.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 04-1583 (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. Lisa L. Ruth, Esq. Signature Date May 13, 2002

05/20/2002 LUMELLER 00000169 041583 2253619

Total number of pages including cover sheet, attachments, and document: 6

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

01 FC:481 40.00 CH 02 FC:482 50.00 CH

TRADEMARK REEL: 002509 FRAME: 0525

APPROVED
MARCH 20, 2001

FILED
In the Office of the Secretary of State
of the State of California

DONALD R. MEYER
Commissioner of Financial Institutions

PLAN OF REORGANIZATION AND

By

Tony Lehtonen
TONY LEHTONEN
Senior Counsel

AGREEMENT OF MERGER

MAR 20 2001 ERB

Bill Jones
BILL JONES, Secretary of State

OF

PLACER CAPITAL CO.

(a California Corporation)

PLACER SIERRA BANK

(a California Corporation)

AND

SACRAMENTO COMMERCIAL BANK

(a California Corporation)

THIS AGREEMENT OF MERGER is made and entered into as of this 19th day of March, 2001, by and among, PLACER CAPITAL CO., a California corporation ("PCC"), PLACER SIERRA BANK, a California corporation ("BANK"), and SACRAMENTO COMMERCIAL BANK, a California Corporation ("SCB").

WITNESSETH :

WHEREAS, the respective Boards of Directors and Shareholders of PCC, BANK and SCB have approved as desirable and in the best interests of each corporation that SCB be merged with and into BANK by a statutory merger upon the terms and conditions hereinafter set forth, and that shares of PCC Common Stock will be issued to the shareholder of SCB.

WHEREAS, SCB is a California corporation organized on December 20, 1983 and has ten (10) shares of its Common Stock outstanding.

WHEREAS, BANK is a California corporation organized on March 28, 1946 and has ten (10) shares of its Common Stock outstanding all of which are owned by PCC, and BANK has no shares of any other class of stock outstanding.

WHEREAS, PCC is a California corporation organized on December 2, 1998 and its authorized and outstanding shares are as follows:

- A. Preferred Stock: 10,000,000 authorized, and one (1) share is outstanding.

B. Common Stock: 10,000,000 authorized, and ten (10) shares are outstanding.

NOW, THEREFORE IT IS AGREED AS FOLLOWS:

FIRST: SCB shall be merged with and into BANK (the "Merger").

SECOND: The Merger shall be effective (the "Effective Date of the Merger") as of the day and time in which this Agreement of Merger and appropriate certificates of its approval and adoption shall have been filed with the Secretary of State of the State of California in accordance with the General Corporation Law of the State of California and a copy of this Agreement of Merger certified by the California Secretary of State has been filed with the California Commissioner of Financial Institutions pursuant to Section 4887 of the California Financial Code.

THIRD: Upon the Effective Date of the Merger, each share of SCB Common Stock outstanding immediately prior to the Effective Date of the Merger (except for shares of SCB Common Stock which come within the definition of "dissenting shares" as defined in Section 1300 of the California General Corporations Law ("Dissenting Shares")) shall be converted into one (1) share of newly issued Common Stock of PCC.

FOURTH: Upon the Effective Date of the Merger, each share of BANK Common Stock outstanding immediately prior to the Effective Date of the Merger shall remain outstanding.

FIFTH: The Articles of Incorporation and Bylaws of BANK in effect immediately prior to the Effective Date of the Merger are not amended by the Merger.

SIXTH: The directors of BANK immediately after the Effective Date of the Merger shall be the following persons, each of whom shall serve until his or her death, resignation, removal, or until his or her successors shall be elected in accordance with the law and the Articles of Incorporation and Bylaws of the BANK:

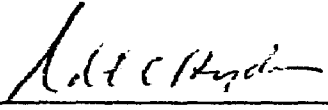
Ronald W. Bachli
Richard W. Decker, Jr.
Daryl B. Foreman
Robert C. Haydon
W.E. Jansen, Jr.

Larry D. Mitchell
Dwayne A. Shackelford
Walter D. Skinner
William H. Slaton
Robert H. Smiley

SEVENTH: Prior to the filing of this Agreement of Merger with the Secretary of State of the State of California, this Agreement of Merger may be terminated by the agreement of the Boards of Directors of BANK and SCB notwithstanding approval of this Agreement of Merger by the sole shareholder of BANK and the sole shareholder of SCB.

IN WITNESS WHEREOF, PCC, BANK and SCB, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement of Merger to be executed by the President and by the Secretary or Assistant Secretary of each party hereto.

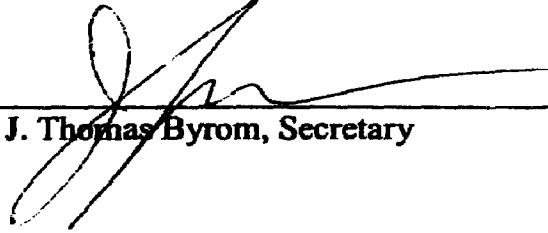
PLACER SIERRA BANK

By: 
Robert C. Haydon, President

By: 
Judy J. Reithmeier, Secretary


PLACER CAPITAL CO.

By: 
Ronald W. Bachli, President

By: 
J. Thomas Byrom, Secretary

SACRAMENTO COMMERCIAL BANK

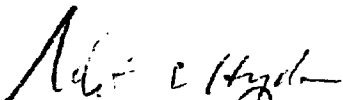
By: 
Daryl B. Foreman, President

By: 
Judy J. Reithmeier, Secretary

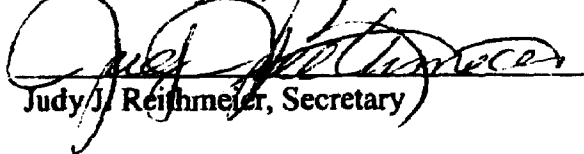
PLACER SIERRA BANK
CERTIFICATE OF APPROVAL OF
PLAN OF REORGANIZATION AND
AGREEMENT OF MERGER

The undersigned hereby certify as follows:

- (1) They are the President and Secretary, respectively, of Placer Sierra Bank, a California corporation ("BANK").
- (2) The Agreement of Merger in the form attached was duly approved on behalf of BANK by the Board of Directors and by approval of 100% of the outstanding shares. The number of outstanding shares is ten (10).
- (3) Equity securities of the BANK's parent corporation, Placer Capital Co., a corporation organized under the laws of the State of California, are to be issued in the Merger and the required vote of the shareholders of the parent corporation was obtained.



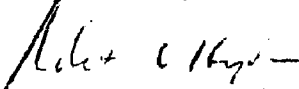
Robert C. Haydon, President



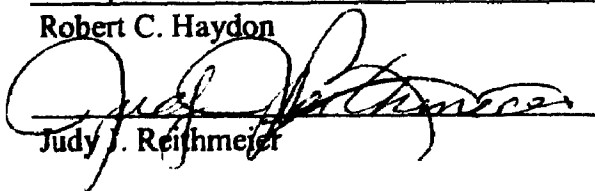
Judy J. Reishmeier, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Auburn, California, on March 15, 2001.



Robert C. Haydon



Judy J. Reishmeier

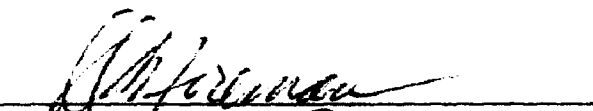
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**SACRAMENTO COMMERCIAL BANK
CERTIFICATE OF APPROVAL OF
PLAN OF REORGANIZATION AND
AGREEMENT OF MERGER**

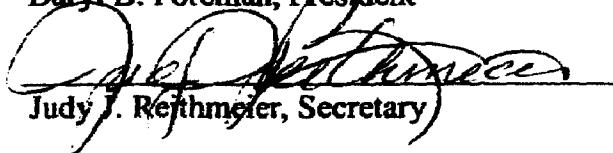
The undersigned hereby certify as follows:

(1) They are the President and Secretary, respectively, of Sacramento Commercial Bank, a California corporation ("SCB").

(2) The Agreement of Merger in the form attached was duly approved on behalf of SCB by the Board of Directors and by approval of 100% of the outstanding shares. The number of outstanding shares is ten (10).



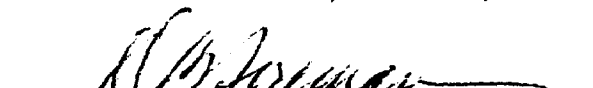
Daryl B. Foreman, President



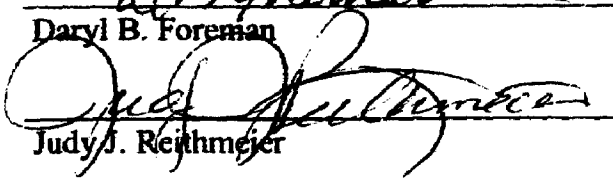
Judy J. Reithmeier, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Sacramento, California, on March 14, 2001.



Daryl B. Foreman



Judy J. Reithmeier

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