

09-18-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2001)

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9/16/02



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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):
North American Mortgage Company

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

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

2. Name and address of receiving party(ies)
Name: Washington Mutual Bank, FA
Internal
Address: _____
Street Address: 400 East Main Street
City: Stockton, State: CA Zip: 95290

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Federal Savings Association

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: February 22, 2002

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

A. Trademark Application No.(s)
None

B. Trademark Registration No.(s)
2,000,262

Additional number(s) attached Yes No

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

Name: Perkins Coie LLP
Internal Address: Attn: Lynne E. Graybeal
Street Address: 1201 Third Avenue, Suite 4800
City: Seattle State: WA Zip: 98101

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 amount

8. Deposit account number:
502778 (for any underpayment or credit of any overpayment)
(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

Lynne E. Graybeal [Signature] 9/10/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 3

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

**WASHINGTON MUTUAL BANK, FA
CERTIFICATE OF SECRETARY**

I, William L. Lynch, Secretary of Washington Mutual Bank, FA (the "Association"), a federal savings association duly authorized and existing under the laws of the United States of America, hereby certify that the following statements are true and correct:

1. Effective January 7, 2002, The Dime Savings Bank of New York, FSB merged with and into the Association (the "Association Merger"), with the Association as the surviving institution, as evidenced by a Certificate of Merger issued by the Corporate Secretary of the Office of Thrift Supervision, a true and correct copy of which is attached.

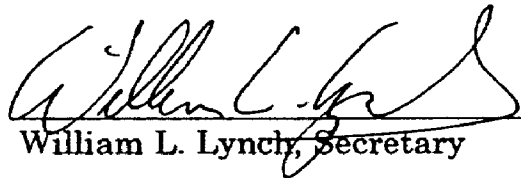
2. As a result of the Association Merger, the Association became the sole stockholder of North American Mortgage Company, a Delaware corporation ("NAMCO").

3. I further certify that on January 7, 2002, following the Association Merger, NAMCO executed an Assignment in Liquidation (the "Assignment") following approval by NAMCO's Board of Directors, as evidenced by the Certificate of the then Secretary of NAMCO, a copy of which is attached. Pursuant to the Assignment, NAMCO distributed, assigned, granted, transferred, conveyed and delivered to the Association all of NAMCO's right, title and interest in and to all of its assets.

4. As a result of the Assignment, the Association became the sole and direct owner of all of the assets of NAMCO.

5. On January 28, 2002, North American Mortgage Company was dissolved, as evidenced by the Certificate of Dissolution filed with the Secretary of State of the State of Delaware, a true and correct copy of which is attached.

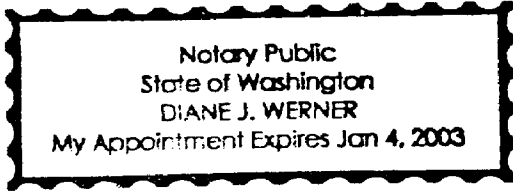
IN WITNESS WHEREOF, I have hereunto subscribed my name this 22nd day of February, 2002.


William L. Lynch, Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that William L. Lynch is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledge it as the Secretary of Washington Mutual Bank, FA to be the free and voluntary act of such party for the uses and purposes mentioned therein.

Dated this 2nd day of February, 2002.



Diane J. Werner
Diane J. Werner **DIANE J. WERNER**
Notary Public in and for the State of
Washington, residing at Bellevue
My commission expires: 1-4-2003.



Office of Thrift Supervision
Department of the Treasury

1700 G Street, N.W., Washington, D.C. 20552 • (202) 906-6000

CERTIFICATE OF MERGER

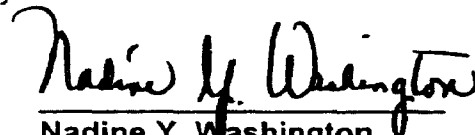
REFERENCE: The Dime Savings Bank of New York, FSB
New York, New York

I, Nadine Y. Washington, Corporate Secretary, Office of Thrift Supervision, hereby certify, according to the records of the Office of Thrift Supervision, Department of the Treasury, Washington, DC:

1. The Dime Savings Bank of New York, FSB, New York, New York, was chartered under the laws of the United States to transact the business of a Federal savings bank; and
2. Effective January 7, 2002, The Dime Savings Bank of New York, FSB, New York, New York, merged with and into Washington Mutual Bank, FA, Stockton, California, and Washington Mutual Bank, FA, Stockton, California, was the resulting institution.

DATED this 25th day of January 2002.




Nadine Y. Washington
Corporate Secretary

The foregoing instrument was subscribed and sworn to before me by
Nadine Y. Washington, Corporate Secretary, Office of Thrift Supervision, on this the
25 day of January, 2002.



Notary Public

Rita F. Smith
Notary Public, District of Columbia
My Commission Expires Jan. 31, 2004

**CERTIFICATE OF SECRETARY
NORTH AMERICAN MORTGAGE COMPANY**

I, Marc R. Kittner, the Secretary of North American Mortgage Company, a Delaware corporation (the "Company") certify as follows:

1. That attached hereto as Exhibit A is a true and correct copy of the resolutions adopted by the Board of Directors of the Company as of January 5, 2002, by unanimous consent in lieu of a special meeting authorizing and directing that the assets and liabilities of the Company be distributed in liquidation to the Company's sole shareholder, Washington Mutual Bank, FA.

So certified this 6th day of January, 2002.



Marc R. Kittner
Secretary

EXHIBIT A

RESOLVED, that the Corporation shall hereby be liquidated after the occurrence of both (i) the effective time of the merger of NAMCO Asset Management Inc. into the Corporation and (ii) the effective time of the merger of The Dime Savings Bank of New York, FSB, which is the sole shareholder of record as of the date hereof, into Washington Mutual Bank, FA (the "Association Merger"), and not later than December 31, 2003 and that all the assets of the Corporation (as well as any and all liabilities reflected on the balance sheet of the Corporation) shall be distributed in liquidation to Washington Mutual Bank, FA, which will be the sole shareholder of record upon consummation of the Association Merger, and that such liquidation is intended to be a complete liquidation pursuant to sections 332 and 337 of the Internal Revenue Code of 1986, as amended, and that this consent and the related documentation shall constitute a "plan of liquidation" as that term is used in section 332 of the Internal Revenue Code of 1986, as amended;

RESOLVED FURTHER that the board of directors hereby recommends that the shareholder of the Corporation approve the liquidation and the liquidating distribution of assets and that the Chairman and Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, President, the Treasurer, the Executive Vice President and General Counsel, and each of them acting alone, are hereby authorized to take all action necessary or appropriate to notify the shareholder of the recommendation;

RESOLVED FURTHER, that upon approval of the liquidation and the liquidating distribution by the Corporation's shareholder, the Chairman and Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, President, the Treasurer, the Executive Vice President and General Counsel, and each of them acting alone, are hereby authorized and instructed to execute any and all documents, to make any and all filings and to take any and all other actions necessary or appropriate to effect the liquidation, and the distribution.

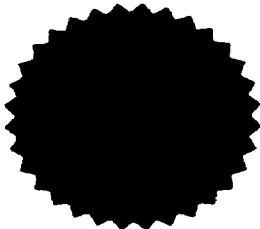
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "NORTH AMERICAN MORTGAGE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2002, AT 4 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1582475

2254286 8100

020054869

DATE: 01-28-02

TRADEMARK
REEL: 002583 FRAME: 0801

**CERTIFICATE OF DISSOLUTION
BY DIRECTORS AND
VOTE OF STOCKHOLDER**

It is hereby certified that:

1. The name of the corporation (the "corporation") is

North American Mortgage Company

2. The dissolution of the corporation has been duly authorized by the Board of Directors and Stockholders in accordance with subsections (a) and (b) of Section 275 of the General Corporation Law of the State of Delaware.

3. The date the dissolution was authorized is

January 18, 2002

4. The following is a list of the names and the respective addresses of the directors of the corporation:

Name Address

[See attached Exhibit A.]

5. The following is a list of the names and the respective addresses of the officers of the corporation:

Name Address

[See attached Exhibit B.]

Name, title of authorized officer:



**Fay L. Chapman
Chairman and CEO**

EXHIBIT A

NORTH AMERICAN MORTGAGE COMPANY

DIRECTORS LIST

<u>Name</u>	<u>Title</u>	<u>Address</u>
Fay L. Chapman	Director	1201 Third Avenue Seattle, WA 98101
William A. Longbrake	Director	1201 Third Avenue Seattle, WA 98101
William L. Lynch	Director	1201 Third Avenue Seattle, WA 98101
Susan R. Taylor	Director	1201 Third Avenue Seattle, WA 98101
Charles M. Sledd	Director	1201 Third Avenue Seattle, WA 98101
Michaela Albon	Director	1201 Third Avenue Seattle, WA 98101
Craig S. Davis	Director	1201 Third Avenue Seattle, WA 98101
Catharine E. Killien	Director	1201 Third Avenue Seattle, WA 98101

EXHIBIT B

NORTH AMERICAN MORTGAGE COMPANY

OFFICERS LIST

<u>Name</u>	<u>Title</u>	<u>Address</u>
Fay L. Chapman	Chairman and CEO	1201 Third Avenue Seattle, WA 98101
Craig S. Davis	President	1201 Third Avenue Seattle, WA 98101
Stacey D. Arens	Chief Operating Officer	17838 Gillette St., 2 nd Fl. Irvine, CA 92614
William A. Longbrake	Chief Financial Officer	1201 Third Avenue Seattle, WA 98101
Michael J. Kula	Treasurer	1201 Third Avenue Seattle, WA 98101
James G. Vanasek	Executive Vice President	1201 Third Avenue Seattle, WA 98101
Jeremy V. Gross	Executive Vice President	1201 Third Avenue Seattle, WA 98101
Marc R. Kittner	Secretary	1201 Third Avenue Seattle, WA 98101

WILLIAM MCLELLAN, CONO MEA, CARL MEABON, CANDACE METZLER, JAMES MINKOLEY, KEITH MILLER, JEAN MONTANO, LELAND MORRIS, SUSAN MOLLINS, REONDA MUNOS, CAROL NATALE, PATTY NELSON, LYNDA NILSSEN, LINDA NUTTER, BETTY OAKS, GEORGE OATIS, JOHN O'RIOGDAN, SHERYL ORNDORFF, PATRICIA PAMULO, DAWN PASQUALOTTO, JOSEPH PAULMANN, EDMUND PAWLOWSKI, GEORGE PEDRO, MICHELLE PETERS, CAROLINE PATERSON, LYNN PFELSCHRIEFER, STEVEN PITLICK, JASON POLLOCK, ROBYN POTTER, LAURIE PUCCIO, MARTHA PUCIGTT, LAURIE RANIERI, KEVIN RAY, MARY REBBOLE, ROBERT RICHARD, LOBI ROARK, DANIELLE ROYAL, ALAN SAKUMA, PATRICIA SANDERSON, LISA SAVON, LINDA SCHMERSAHL, ERIC SCHMID, MICHAEL SCHMIDT, HEIDI SCHNEIDER, NEIL SHEPLER, LINDA SHERRY, TERESA SHIMABUKURO, MARY SKELTON, BRAD SORSABAL, LILLIE SOSA, ANDREW SPICER, LAUREN STERLING, JUDITH SUNE, JAMES SULLIVAN, NANCY SUMA-ANDERSON, CHRISTINE TERRANOVA, JUDITH TODD, TOM TRAHAN, PATRICIA TRIMBLE, KIM VALDEZ, PAUL VALENTINE, MADINE VALLE, LAWRENCE VAN VALEN, NANCY VANDERGRIF, CONNIE VIERA, KAREN VINCE, SHIRLEEN VON HOFFMANN, MADREEN FORD WALKER, ROUVAON WALKER, CHRISTINE WALLERSTEIN, JENNIFER WATSON, BARBARA WELSH, DAVID WEIFF, KAREN WHITE, LAURA WILLIAMS, CHARLES WILSON, SCOTT WINTERBERG, DEBRA WOLF, ROBERT WRIGHT, DALE YAMAMURA, HEATHER YATES

ASSISTANT SECRETARIES: NORBERT AINSLEY, DEBRA ANDERSON, ALBERT ANDERSON, DORIAN ANDERSON, ARDIE AUDISS, JENNIFER BALITRIT, SANDRA BALITRIT, TAMI BARKES, REBECCA BERTOCCELLI, TANIA BOEN, ANTHONY BOLDING, ROHIMI BORTWICK, CAROLYN M. BOELMANN, LINDA BUZZARD, MARLA CATALAN, VALERIE CONTINO, MISTY COLLIER, TERI DEEVERS, VIRGINIA DEAKE, SANDRA K. DONKERSON, AUSTIN EDMAN, ERIC EGAN, LYER ENERSON, MICHAEL ENG, STANLEY FIDLEY, MARC FISHER, LINDA FLOOD, PATRICIA FRENCH, DORI GAMBOA, LINDA GARCIA, ANNE GARRETT, MICHAEL GETZLER, LINDA GILBOY, ANDREW GINGOLD, DANIEL P. GRIPPO, MARY JO GULLIKSON, JACQUELYN A. HART, CRAIG J. HENNEBERGER, ELIDIA HERNANDEZ, EDWARD HIDALGO, LISA HILDRETH, DONALD HOLDENREID, PAULA ISKRAH, CARLA ISINGHOOD, KAPRAELA JAROS, NORA JOHN, CHRISTOPHER JORDAN, PAISY KERR, CHUS-KAY KILLAKHA, LORRIE KING, DOUGLAS LARSON, DANA LEBARD, PATRICIA LORSON, PAUL MARCOTRIGIANO, DANIEL MARCUCCIO, CRISTALINA MARTINEZ, MICHELLE MAUTONE, TARI MAYHEW, LEO KEVIN McMANUS, CARRIE MONTVILLE, MARTHA MURLEY, DIANNE MORGAN, LINDA PARADISO, ANTHONY PARRA, LESLIE PURCELL, SAM RACOSIN, SUSAN REICHARDT, MARLA ROBLES, TARA ROGERS, MARILYN ROSENBLATT, SHERRY SAIGS, SYLVIA SEDILLO, AMY SHERRY, KRISTY SMITH, PAUL SMITH, GAIL SOLARI, JULIE SPARROW, SHIRLEY SORSABAL, GARY L. STAMFORD, HELEN STUART, REONDA STUBBS, MARGIE TARVER, SUSAN THOMPSON, JOANN TROY, REYDA TRUJILLO, KIMBERLY TYRAN, LISA WARDLAW, REYNOLDA WASHBURN, JACQUELINE WEATHERS, NORA WEBB

ASSISTANT TREASURERS: CARLA AINSWORTH, ERIN A. ALLEN, MARY KAY ANDINO, ANTHONY ANGILO, CINDY APPLGATE, JOANNE AVENA, EVAN BAEH, MICHAEL BARTOLOMEU, MARY-ELIZABETH BATES, MARY BENEAS, KATE BRIDGES, JOE BOSCH, DEBORAH CALLAHAN, LISA CALVI, PAMELA COVILLE, CHRISTINE CRANFORD, BRENDA CREASEY, KATHY DAVIDSON, GEORGE DEMKOW, KATHY DOMMEL, KAREN DORNBUSH, SUZANNE EATON, JANET EYFS, MARY KAY FITASIMONS, JOOTI GAINES, JACQUELYN GARDNER, KIM GONSORRE, THOMAS GUINTA, HEATHER HARPER, REBECCA HEALY, JOANNE HENKINWAY, LISA HILDRETH, JASON HIPPYSS, AMY HOLLAND, LESLIE HORNER, LISA JOHNSON, DAVID KRAIMELIS, JOHN LONGACKER, TRINA LOEWITZ, ANN LYON, PAUL MALINOWSKI, KELLY MARLING, MARGO MCCARNEY, KATHY MCGARRIL, CAROL MCGRAE, MARDENE MELLO, DORETTA MIGNALT, GERARD MIZERAK, LINDA MOORE, DIANNE MORGAN, AMY MUDREY, KATHERINE MUGNAI, JANICE MURPHY, JENNIFER ORSBORN, RICHARD PALMER, ORCHID PEREZ, BARBARA RAMSEY, SHARON RIDLEY-SMITH, DEBBIE RIVERA, KRISTINE RIVERA, MARILYN ROSENBLATT, BRENDA RUFF, VIRGINIA SACRESTANO, CHARLES SCAVO, NANCY SCHAD, FRANCINE SCHULER, KANAL SHARMA, DEBORAH SHAN, SHARON SHEETS, MELISSA SIDA, AMY SIMMONS, PAUL SMITH, LORIE SOULE, GARY STAMFORD, TRACY TRIPP, HETTY TRUAX-KEITH, KATHRYN VAUGHN, BRENDA VETTER, MARTHA WHITE

CERTIFICATE OF MAILING UNDER 37 CFR 1.80

I hereby certify that the Assignment from North American Mortgage Company to Washington Mutual Bank, FA for PURCHASEEXPRESS (Registration No. 2,000,262) is being deposited with the United States Postal Service First Class Mail under 37 CFR 1.80 on September 10, 2002 with postage fully pre-paid, and is addressed to: BOX ASSIGNMENTS, Commissioner of Patent & Trademarks, U.S. Patent & Trademark Office, Washington, D.C. 20231

Very truly yours,

PERKINS COIE LLP



Sachiko Crowder

September 10, 2002

[53007-4000/SL022530173]