

11-04-2002

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To the Honorable Commissioner of

the attached original documents or copy thereof.

1. Name of conveying party(ies):

- (1) First Union Capital Markets Corp. and
- (2) Everen Securities, Inc.

10-30-02

- Individual(s)
- General Partnership
- Corporation-State (1) Virginia (2) Delaware
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 1, 1999

2. Name and address of receiving party(ies):

Name: First Union Securities, Inc.

Internal Address: _____

Street Address: 301 South College Street

City: Charlotte State: NC ZIP: 28288

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule Attached

Additional numbers Yes No

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

Name: Karl S. Sawyer, Jr.

Internal Address: _____

Kennedy Covington Lobdell & Hickman, LLP

Hearst Tower, 47th Floor

Street Address: 214 North Tryon Street

City: Charlotte State: NC ZIP: 28202

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41):.....\$ \$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1215

FINANCE SECTION

11/01/2002 LMUELLER 00000205 75163879

DO NOT USE THIS SPACE

01	FC:R521	40.00	09
02	FC:R522	150.00	09

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.

Karl S. Sawyer, Jr.

Name of Person Signing

Karl Sawyer
Signature

Oct 25, 2002
Date

Total number of pages including cover sheet, attachments, and

12

Marks to be Transferred from First Union Capital Markets Corp. and Everen Securities, Inc.
To First Union Securities, Inc. by Merger and Change of Name October 1, 1999

Mark	Serial No.	Filing Date	Registration No.	Registration Date
PROFIT FORMULA	75/163,879	September 10, 1996	2,079,393	July 15, 1997
FUNDSOURCE	74/553,633	July 19, 1994	2,012,405	October 29, 1996
PILOT PLUS	74/348,313	January 14, 1993	1,791,887	September 7, 1993
PCM	74/348,437	January 14, 1993	1,791,888	September 7, 1993
WHEAT FIRST COMPASS PORTFOLIO PROGRAM	75/394,899	November 24, 1997	2,280,592	September 28, 1999
EVEREN	74/706,709	July 27, 1995	2,041,346	February 25, 1997
EVEREN SECURITIES	74/706,707	July 27, 1995	2,051,513	April 8, 1997

CERTIFICATE OF MERGER

Merging

FIRST UNION CAPITAL MARKETS CORP.

(a Virginia corporation and referred
to hereinafter as the "Merging Corporation")

into

EVEREN SECURITIES, INC.

(a Delaware corporation and referred
to hereinafter as the "Surviving Corporation")

This Certificate of Merger was approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law (the "GCL") and is delivered to the Secretary of State of Delaware for filing.

Section 1. Plan of Merger.

- (a) The Agreement and Plan of Merger (the "Plan") by and between the Merging Corporation and the Surviving Corporation has been approved, adopted, certified, executed and acknowledged by the Merging Corporation and the Surviving Corporation in accordance with Section 252 of the GCL.
- (b) A copy of the executed Plan is on file at an office of the Surviving Corporation at 77 West Wacker Drive, Chicago, Illinois 60601. A copy of the Plan will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation to the Merger.

Section 2. Surviving Corporation.

The Surviving Corporation resulting from the Merger shall, as a result of and at the effective time of the Merger as set forth below, conduct its business under the name "First Union Securities, Inc."

Section 3. Certificate of Incorporation.

The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall continue to be the Certificate of Incorporation of the Surviving Corporation after the Effective Time; provided, however, that the Certificate of Incorporation shall be amended to provide that the name of the surviving corporation shall be "First Union Securities, Inc."

Section 4. Effective Time.

The Effective Time of the Merger shall be at 12:30 A.M. on October 1, 1999.

Section 5. Authorized Capital Stock of Foreign Corporation

The authorized capital stock of the foreign corporation party to the Merger is as follows:

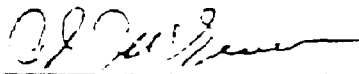
FIRST UNION CAPITAL MARKETS CORP.

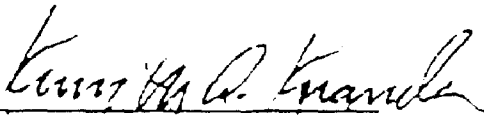
AUTHORIZED NON-VOTING COMMON STOCK	AUTHORIZED VOTING COMMON STOCK	AUTHORIZED PREFERRED STOCK
500,000 \$2.00 Par Value	500,000 \$2.00 Par Value	250,000 \$10.00 Par Value

[Signatures begin on next page.]

IN WITNESS WHEREOF, EVEREN Securities, Inc. has caused this certificate to be signed by its duly authorized officers as of the 30th day of SEP, 1999.

EVEREN SECURITIES, INC.

By: 
Name: ARTHUR J. McQUEEN
Title: SR EXEC VP, CEO

Attest: 
Name: Kenneth A. Koranda
Title: Assistant Secretary

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
1000 COMMONWEALTH BUILDING
RICHMOND, VIRGINIA 23219-1197

STATE CORPORATION COMMISSION

October 1, 1999

MOLLIE E MAHAN
HUNTON & WILLIAMS
351 E BYRD ST
CALL 738-8245 FOR PICKUP **
RICHMOND, VA 23219

RE: EVEREN Securities, Inc.
D: F105394 - 3
CON: 99-09-29-0524

Dear Customer:

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the filing of merger is October 1, 1999.

Non-surviving entities:

FIRST UNION CAPITAL MARKETS CORP.

are merged into EVEREN SECURITIES, INC..

If you have any questions, please call (804) 371-9733.

Sincerely,

Joel H. Peck
Clerk of the Commission

MERGACPT
CIS20352

TRADEMARK

9905304 - 1

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

October 1, 1999

The State Corporation Commission finds the accompanying articles submitted on behalf of

EVEREN SECURITIES, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

FIRST UNION CAPITAL MARKETS CORP.

is merged into EVEREN SECURITIES, INC., which continues to exist under the laws of
DELAWARE with the name EVEREN SECURITIES, INC.. The existence of each non-surviving
entity ceases, according to the plan of merger.

The certificate is effective on October 1, 1999, at 12:30 a.m.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20352
99-09-29-0524

TRADEMARK
REEL: 002609 FRAME: 0423

ARTICLES OF MERGER

Merging

FIRST UNION CAPITAL MARKETS CORP.

(a Virginia corporation and referred
to hereinafter as the "Merging Corporation")

into

EVEREN SECURITIES, INC.

(a Delaware corporation and referred
to hereinafter as the "Surviving Corporation")

These Articles of Merger are delivered to the State Corporation Commission of the Commonwealth of Virginia for filing pursuant to Sections 13.1-720 and 13.1-722 of the Virginia Stock Corporation Act.

1. Merger.

The Agreement and Plan of Merger (the "Plan") providing for the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") is set forth as Exhibit A to these Articles of Merger.

2. Surviving Corporation.

The Surviving Corporation resulting from the Merger shall, as a result of and at the effective time of the Merger as set forth below, conduct its business under the name "First Union Securities, Inc."

3. Approvals.

(a) The sole shareholder of the Merging Corporation approved the Plan by written consent as of September 30, 1999. The sole shareholder of the Surviving Corporation approved the Plan by written consent as of September 9, 1999.

(b) The Plan was adopted by the Board of Directors of the Merging Corporation as of July 1, 1999. The Plan was adopted by the Board of Directors of the Surviving Corporation as of September 9, 1999.

4. Compliance with Law.

The Merger is permitted by the state under whose law the foreign corporation party to the Merger is incorporated, and the foreign corporation has complied with, or upon completion of applicable filing or recording requirements will have complied with, that law is effecting the Merger.

FULNC 62671

5. Effective Time.

The Merger shall be effective at 12:30 A.M. on October 1, 1999.

IN WITNESS WHEREOF, the Surviving Corporation from the Merger has caused these Articles of Merger to be signed by its duly authorized officers as of the 30th day of ~~September~~ 1999.

EVEREN SECURITIES, INC.

By: *[Signature]*
Name: ARTHUR J. McGUIRE
Title: SR EXEC VP, CFO

Attest: *[Signature]*
Name: Kenneth A. Koranda
Title: Assistant Secretary

AGREEMENT AND PLAN OF MERGER

of

FIRST UNION CAPITAL MARKETS CORP.

(a Virginia corporation and referred
to hereinafter as the "Merging Corporation")

into

EVEREN SECURITIES, INC.

(a Delaware corporation and referred
to hereinafter as the "Surviving Corporation")

This Agreement and Plan of Merger (the "Plan") is entered into by and between the Merging Corporation and the Surviving Corporation pursuant to Section 13.1-716 of the Virginia Stock Corporation Act and Section 252 of the Delaware General Corporation Law.

Section 1. The Merger.

At 12:30 A.M. on October 1, 1999 (the "Effective Time"), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation. At the Effective Time, the separate existence of the Merging Corporation shall cease and the existence of the Surviving Corporation shall continue.

Section 2. Name of Surviving Corporation; Certificate of Incorporation, Bylaws, Directors and Officers.

The name of the Surviving Corporation shall be "First Union Securities, Inc." The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time; provided, however, that the Certificate of Incorporation shall be amended to provide that the name of the Surviving Corporation shall be "First Union Securities, Inc." Until their successors are elected and qualified, the directors and officers of the Surviving Corporation after the Effective Time shall be the directors and officers of the Surviving Corporation in office immediately prior to the Effective Time.

Section 3. Conversion and Exchange of Shares.

At the Effective Time:

- (a) all of the outstanding shares of voting Common Stock, non-voting Common Stock and Preferred Stock of the Merging Corporation shall be

cancelled and

- b) all of the outstanding shares of Common Stock of the Surviving Corporation shall not be converted, exchanged or in any manner altered as a result of the Merger and shall remain outstanding as shares of Common Stock of the Surviving Corporation.

There are no other classes of stock outstanding of the Merging Corporation or the Surviving Corporation.

Section 4. Effect of the Merger.

All of the assets of the Merging Corporation as they exist at the Effective Time shall pass to, vest in, and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporation as they exist at the Effective Time shall become liabilities of the Surviving Corporation in accordance with applicable law.

Section 5. Amendment; Termination.

This Plan may be amended at any time prior to the Effective Time by an amendment signed by the parties hereto and may be terminated or abandoned at any time prior to the Effective Time by the Surviving Corporation in writing, without the consent or joinder of the other party hereto.

[Signatures begin on next page.]

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation

have caused this Plan to be signed by their duly authorized officers as of the 30th day of

September, 1999.

Surviving Corporation:

EVEREN SECURITIES, INC.

By: [Signature]

Name: ARTHUR J. Mc GIVERAN

Title: Sr. EXEC VP, CEO

Attest: [Signature]

Name: Kenneth A. Karanda

Title: Assistant Secretary

Merging Corporation:

FIRST UNION CAPITAL MARKETS CORP.

By: [Signature]

Name: ROBERT L. SWEDSEN

Title: S. U. P.

Attest: [Signature]

Name: Lisa P. Clontz

Title: Assistant Secretary

FULNC 62671

RECORDED: 10/30/2002

TRADEMARK
REEL: 002609 FRAME: 0428