

11-25-2002

HEET

-Y

Docket No.:

013575.396



Tab settings

To the Honorable Commissioner of Patents and Trademarks

102292706

See attached original documents or copy thereof.

1. Name of conveying party(ies):

Wheat First Butcher Singer, Inc.

11-18-02

- Individual(s)
- General Partnership
- Corporation-State Virginia
- 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: Everen Capital Corporation

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)

2,192,492

Additional numbers Yes No

FINANCE SECTION
NOV 18 AM 7:32
RECORDS

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:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1215

11/25/2002 6T0011 00000061 2192492

01 FC:8521 40.00 DP

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.

Karl S. Sawyer, Jr.
Name of Person Signing

Karl S Sawyer
Signature

Nov. 12, 2002
Date

Total number of pages including cover sheet, attachments, and

13

TRADEMARK

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

October 1, 1999

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

**EVEREN CAPITAL CORPORATON (A DE CORP NOT QUALIFIED IN
VA)**

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:

WHEAT FIRST BUTCHER SINGER, INC.

is merged into EVEREN CAPITAL CORPORATON (A DE CORP NOT QUALIFIED IN VA),
which continues to exist under the laws of DELAWARE with the name EVEREN CAPITAL
CORPORATON (A DE CORP NOT QUALIFIED IN VA). The existence of each non-surviving
entity ceases, according to the plan of merger.

The certificate is effective on October 1, 1999.at 12:15 a.m.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20352
99-09-29-0523

TRADEMARK
REEL: 002621 FRAME: 0075

ARTICLES OF MERGER**Merging**

WHEAT FIRST BUTCHER SINGER, INC.
(a Virginia corporation and referred
to hereinafter as the "Merging Corporation")

into

EVEREN CAPITAL CORPORATION
(a Delaware corporation and referred
to hereinafter as the "Constituent 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 (the "VSCA").

1. **Merger.**

The Agreement and Plan of Merger (the "Plan") providing for the merger of the Merging Corporation with and into the Constituent 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 "EVEREN Capital Corporation" (the "Surviving Corporation").

3. **Approvals.**

- (a) The sole shareholder of the Merging Corporation approved the Plan by written consent dated as of September 30, 1999. The sole shareholder of the Surviving Corporation is not required to approve the Plan pursuant to Section 13.1-718 of the VSCA.
- (b) The Plan was adopted by the Board of Directors of the Merging Corporation by written consent dated as of September 30, 1999, and by the Board of Directors of the Constituent Corporation on September 22, 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 in effecting the Merger.

5. **Effective Time.**

The Merger shall be effective at 12:15 A.M. on October 1, 1999.

[Signatures begin on next page.]

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

EVEREN CAPITAL CORPORATION

By: *Art J. McWire*
Name: ARTHUR J. McWIRE
Title: SR. EXEC. VP., CFO

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

#63062

08-28-99 03:48PM FROM: HUNTON WILLIAMS T1138 17910 P 00710 P-0041

AGREEMENT AND PLAN OF MERGER

of

WHEAT FIRST BUTCHER SINGER, INC.

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

into

EVEREN CAPITAL CORPORATION

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

This Agreement and Plan of Merger ("Plan") is entered into by and between the Merging Corporation and the Constituent 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 12:15 A.M. on October 1, 1999 (the "Effective Time"), the Merging Corporation shall be merged (the "Merger") with and into the Constituent Corporation (the "Surviving Corporation").

At the Effective Time, the separate existence of the Merging Corporation and the Constituent 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 "EVEREN Capital Corporation." The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be the Certificate of Incorporation and Bylaws of the Constituent Corporation as in effect immediately prior to the Effective Time. 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 Constituent Corporation in office immediately prior to the Effective Time.

Section 3. Conversion and Exchange of Shares.

At the Effective Time:

- (a) the outstanding share of Common Stock of the Merging Corporation shall be canceled; and
- (b) the outstanding share of Common Stock of the Constituent Corporation shall not be converted, exchanged or in any manner altered as a result of the Merger and shall remain outstanding as the share of Common Stock of the Surviving Corporation.

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

Section 4. Effect of the Merger.

All of the assets of the Merging Corporation and the Constituent 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 and the Constituent 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 Constituent 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 Constituent Corporation have caused this Plan to be signed by their duly authorized officers as of the 30th day of September, 1999.

Constituent Corporation:

EVEREN CAPITAL CORPORATION

By: *[Signature]*
Name: Arthur J. McGivern
Title: SR. EXEC VP, CFO

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

Merging Corporation:

WHEAT FIRST BUTCHER SINGER, INC.

By: *[Signature]*
Name: Robert L. Andersen
Title: SA. V.P.

Attest: *[Signature]*
Name: Lisa P. Clontz
Title: Assistant Secretary

AGREEMENT AND PLAN OF MERGER

of

WHEAT FIRST BUTCHER SINGER, INC.
(a Virginia corporation and referred
to hereinafter as the "Merging Corporation")

into

EVEREN CAPITAL CORPORATION
(a Delaware corporation and referred
to hereinafter as the "Constituent Corporation")

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The name of the Surviving Corporation shall be "EVEREN Capital Corporation." The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be the Certificate of Incorporation and Bylaws of the Constituent Corporation as in effect immediately prior to the Effective Time. 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 Constituent Corporation in office immediately prior to the Effective Time.

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At the Effective Time:

- (a) the outstanding share of Common Stock of the Merging Corporation shall be canceled; and
- (b) the outstanding share of Common Stock of the Constituent Corporation shall not be converted, exchanged or in any manner altered as a result of the Merger and shall remain outstanding as the share of Common Stock of the Surviving Corporation.

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Section 5. Amendment; Termination.

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[Signatures begin on next page.]

IN WITNESS WHEREOF, the Merging Corporation and the Constituent Corporation have caused this Plan to be signed by their duly authorized officers as of the 30th day of September, 1999.

Constituent Corporation:

EVEREN CAPITAL CORPORATION

By: Arthur J. McGovern
Name: ARTHUR J. MCGOVERN
Title: SR. EXEC VP, CFO

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

Merging Corporation:

WHEAT FIRST BUTCHER SINGER, INC.

By: Robert L. Andersen
Name: ROBERT L. ANDERSEN
Title: SR. V.P.

Attest: Lisa P. Clontz
Name: Lisa P. Clontz
Title: Assistant Secretary

**EVEREN CAPITAL CORPORATION
SECRETARY'S CERTIFICATE**

I, Janet L. Reali, the _____ Secretary of EVEREN Capital Corporation, a Delaware Corporation (the "Corporation"), hereby certify that the preceding Agreement and Plan of Merger by and between Wheat First Butcher Singer, Inc., a Virginia corporation (the "Merging Corporation"), and the Corporation providing for the merger of the Merging Corporation with and into the Corporation has been adopted by the board of directors of the Corporation at a meeting held on September 22, 1999, pursuant to section 251(f) of the Delaware General Corporation Law and that all of the conditions specified in the first sentence of section 251(f) have been satisfied.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of September 30, 1999.

EVEREN Capital Corporation

By: 

Name: JANET L. REALI

Title: SECRETARY

State of Delaware
Office of the Secretary of State PAGE 1

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 AGREEMENT OF MERGER, WHICH MERGES:

"WHEAT FIRST BUTCHER SINGER, INC.", A VIRGINIA CORPORATION, WITH AND INTO "EVEREN CAPITAL CORPORATION" UNDER THE NAME OF "EVEREN CAPITAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 1999.

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



2506320 8100M

991412381

RECORDED: 11/12/2002

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0002058

DATE:

09-30-99
TRADEMARK

REEL: 002621 FRAME: 0086