

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Charter Conversion (State to Federal) and Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Clyde Savings Bank, SSB		06/17/1996	CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	The Hometown Bank		
Street Address:	10 Woodfin Street		
City:	Asheville		
State/Country:	NORTH CAROLINA		
Postal Code:	28801		
Entity Type:	U.S. Federal mutual savings bank: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number		
Registration Number:	1778095		
CORRESPONDENCE DATA			
Fax Number:	(202)295-4512		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-295-4522		
Email:	bla@georgetown.edu		
Correspondent Name:	Brian L. Alpert		
Address Line 1:	1700 Wisconsin Ave NW		
Address Line 2:	Silver, Freedman & Taff, L.L.P.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20007-2313		
ATTORNEY DOCKET NUMBER:	50748.9999		
NAME OF SUBMITTER:	Brian L. Alpert		

OP \$40.00 1778095

Total Attachments: 9

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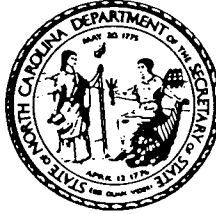
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STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

8-23-96
Original filed in front
of minute book
along w/ minutes &
bylaws

To all whom these presents shall come, Greetings:

I, JANICE H. FAULKNER, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

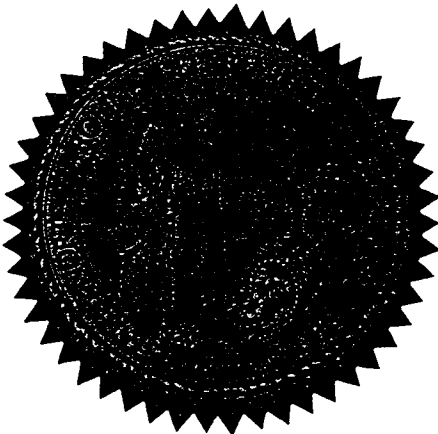
CLYDE SAVINGS BANK, SSB

which changed its name to:

THE HOMETOWN BANK

The original of which was filed in this office on the 27th day of June, 1996.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of June, 1996.



Janice H. Faulkner
Secretary of State

TRADEMARK

REEL: 002637 FRAME: 0976

C-0197308

FILED

8:30 AM

JUN 27 1996

Articles of Amendment and Restatement
of
Clyde Savings Bank, SSB (old name)
The Hometown Bank (new name)

EFFECTIVE
JANICE H. FAULKNER
SECRETARY OF STATE
NORTH CAROLINA

The undersigned savings bank hereby executes these Articles of Amendment and Restatement for the express purpose of amending and replacing its Certificate of Incorporation in North Carolina in its entirety pursuant to the authority contained in NCGS 54C-31 in order to become chartered by the Office of Thrift Supervision, a federal chartering authority.

1. The name of the existing North Carolina chartered institution is Clyde Savings Bank, SSB and the name of the new federally chartered entity is The Hometown Bank.

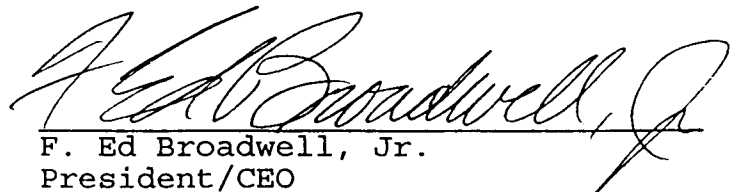
2. The certified minutes of Special Meetings of members held March 19 and April 8, 1996, to approve such conversion pursuant to the provisions of NCGS 54C-31 are attached hereto as Exhibit A.

3. The federal charter issued effective as of June 11, 1996, of The Hometown Bank (formerly Clyde Savings Bank, SSB, a North Carolina chartered entity) is attached hereto as Exhibit B.

4. These Articles of Amendment and Restatement will become effective immediately upon filing with the Office of the Secretary of State of North Carolina.

In Witness Whereof, these Articles of Amendment and Restatement are signed by the President of the savings bank this 17th day of June, 1996.

Clyde Savings Bank, SSB (old name)
The Hometown Bank (new name)


F. Ed Broadwell, Jr.
President/CEO

TRADEMARK

REEL: 002637 FRAME: 0977

CERTIFICATION OF MINUTES

Attached is a true and certified copy of the minutes of the Special Meeting of Members of Clyde Savings Bank held March 19, 1996.


Peggy C. Melville, Secretary


CLYDE SAVINGS BANK
SPECIAL MEETING OF MEMBERS
MARCH 19, 1996

- MEMBERS PRESENT:** Robert Brannon, Milton Brown, Clayton Davis, James Dooley, Floyd McClure, Larry McDevitt, Samuel Neill, Robert Shepherd, F. Ed Broadwell, Jr. , Dana L. Stonestreet, and Peggy Melville.
- CALL TO ORDER:** Chairman Davis called the meeting to order at 5:00 p.m. The meeting was opened with a prayer by Robert Brannon.
- QUORUM:** Chairman Davis welcomed everyone and reported that Peggy C. Melville, Corporate Secretary, had a list of the members of the Bank entitled to vote at the meeting showing the members as of the close of business on January 26, 1996, the record date for voting. He also reported that she had affidavits which state that the Notice of Meeting was published on March 4 and March 11, 1996 and that said affidavits with documents attached will be annexed to the minutes of this meeting.
- Chairman Davis then reported that the next order of business required that an Inspector to count and examine all voting be named. He stated that the Board of Directors had appointed Dana L. Stonestreet, Chief Financial Officer and Senior Vice President to act as the Inspector of Election at this meeting and any adjournments to count and examine all voting and that his report will be annexed to the minutes. Chairman Davis requested the Secretary to deliver to the Inspector the list of members and asked the Inspector to make an exact count of the number of votes represented in person or by proxy. Accordingly, a quorum will be declared present, subject to the confirmation of that fact by the Inspector in his report. With this declaration, the meeting proceeded.
- PURPOSE OF THE MEETING:** Chairman Davis outlined that the purpose of the meeting as published on March 4 and March 11, 1996 was to consider the conversion of the Bank from a North Carolina-chartered mutual savings bank to a federally chartered mutual savings bank under the laws of the United States, including the adoption of a federal mutual charter and bylaws as set forth in its Plan of Charter Conversion; and such other matters as may properly come before the meeting or any adjournments thereof. However, at this time he reported that the Board and management are still reviewing items relating to the charter conversion and as a result it is appropriate to adjourn the meeting until April 8, 1996. On a motion by Milton Brown, seconded by James Dooley, the Members Meeting was adjourned until April 8, 1996 at 5:00 p.m. at which time the purpose of the meeting as published on March 4 and March 11, 1996, will be considered.
- Chairman Davis advised all members that they were entitled to cast their votes in person and if they did not, the Proxy Committee consisting of the entire Board of Directors would cast all votes. At this time the Proxy Committee voted and the ballot was delivered to the Inspector. Chairman Davis asked for a report of the Inspector by Secretary Melville. Secretary Melville reported that the Inspector's report confirmed that a quorum had been in attendance during the meeting for all purposes and that the vote on the adjournment of the meeting until April 8, 1996, had been approved by the following vote: 1,692,405 in favor, no votes against and no abstentions.

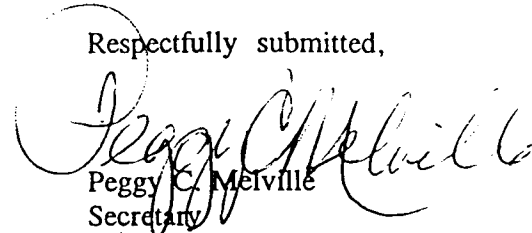
SPECIAL MEETING OF MEMBERS
MARCH 19, 1996
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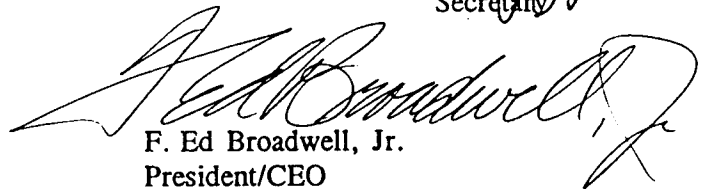
A motion was then made by Floyd McClure, seconded by Robert Shepherd, that the Inspector's report be accepted. All members voted in favor of the motion and the meeting was declared adjourned.

Respectfully submitted,


Clayton Davis
Chairman of the Board

Respectfully submitted,


Peggy C. Melville
Secretary


F. Ed Broadwell, Jr.
President/CEO

TRADEMARK

REEL: 002637 FRAME: 0980



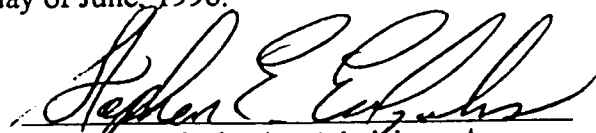
NORTH CAROLINA

SAVINGS INSTITUTIONS DIVISION

I, Stephen E. Eubanks, Administrator in and for the State of North Carolina do hereby certify that:

It appears that Clyde Savings Bank, SSB, a North Carolina Chartered savings bank, with principal offices in Clyde, NC and operating under the provisions of Chapter 54C of the North Carolina General Statutes has adopted a Plan of Conversion to convert from a State to federal savings bank under the provisions of NCGS 54C-31, has filed certified copies of the minutes of Special Meetings of Members with this office, which minutes of Special Meetings of Members held March 19, and April 8, 1996 are approved, and has converted to a federally chartered savings bank operating under the name of The Hometown Bank.

In testimony whereof, I have hereunto set my hand and affixed the official seal of the Savings Institutions Division at the City of Raleigh, North Carolina, this 26th day of June, 1996.


Stephen E. Eubanks, Administrator

FEDERAL MUTUAL CHARTER

THE HOMETOWN BANK

Section 1. Corporate title. The full corporate title of the Federal savings bank hereby chartered is "The Hometown Bank".

Section 2. Office. The home office shall be located at Clyde, in the County of Haywood, State of North Carolina.

Section 3. Duration. The duration of the savings bank is perpetual.

Section 4. Purpose and powers. The purpose of the savings bank is to pursue any or all of the lawful objectives of a Federal mutual savings bank chartered under section 5 of the Home Owners' Loan Act and to exercise all the express, implied, and incidental powers conferred thereby and by all acts amendatory thereof and supplemental thereto, subject to the Constitution and laws of the United States as they are now in effect, or as they may hereafter be amended, and subject to all lawful and applicable rules, regulations, and orders of the Office of Thrift Supervision ("Office").

Section 5. Capital. The savings bank may raise capital by accepting payments on savings and demand accounts and by any other means authorized by the Office.

Section 6. Members. All holders of the savings bank's savings, demand, or other authorized accounts are members of the savings bank. In the consideration of all questions requiring action by the members of the savings bank, each holder of an account shall be permitted to cast one vote for each \$100, or fraction thereof, of the withdrawal value of the member's account. Borrowers as of the effective date of this charter shall continue to have one vote for the period of time such borrowings are in existence. No member, however, shall cast more than 1,000 votes. Voting may be by proxy, which is subject to the rules and regulations of the Office. Any number of members present and voting, represented in person or by proxy, at a regular or special meeting of the members shall constitute a quorum. A majority of all votes cast at any meeting of the members shall determine any question. All accounts shall be non-assessable.

Section 7. Directors. The savings bank shall be under the direction of a board of directors. The authorized number of directors shall not be fewer than five nor more than fifteen persons, as fixed in the savings bank's bylaws, except that the number of directors may be increased to a number greater than fifteen with the prior approval of the Director of the Office or his or her delegate. Each director of the savings bank shall be a member of the saving bank. Members of the savings bank shall elect directors by ballot: Provided, that in the event of a vacancy on the board, the board of directors may fill such vacancy, if the members of the savings bank fail to do so, by electing a director to serve until the next annual meeting of the members. Directors shall be elected for periods of three years and until their successors are elected and qualified, but provision shall be made for the election of approximately one-third of the board each year.

Section 8. Capital, surplus, and distribution of earnings. The savings bank shall maintain for the purpose of meeting losses the amount of capital required by section 5 of the Home Owners' Loan Act and by regulations of the Office. The savings bank shall distribute net earnings on its accounts on such basis and in accordance with such terms and conditions as may from time to time be authorized by the Director of the Office: Provided, that the savings bank may establish minimum-balance requirements for accounts to be eligible for distribution of earnings.

All holders of accounts of the savings bank shall be entitled to equal distribution of assets, pro rata to the value of their accounts, in the event of voluntary or involuntary liquidation, dissolution, or winding up of the savings bank. Moreover, in any such event, or in any other situation in which the priority of such accounts is in controversy, all such accounts shall, to the extent of their withdrawal value, be debts of the savings bank having the same priority as the claims of general creditors of the savings bank not having priority (other than any priority arising or resulting from consensual subordination) over other general creditors of the savings bank.

Section 9. Amendment of charter. Adoption of any pre-approved charter amendment pursuant to §§ 544.2 or 544.3 of the Office's regulations shall be effective upon filing the amendment with the Office in accordance with regulatory procedures, after such preapproved amendment has been submitted to and approved by the members at a legal meeting. Any other amendment, addition, change, or repeal of this charter must be submitted to and preliminarily approved by the Office prior to submission to and approval by the members at a legal meeting. Any amendment, addition, alteration, change, or repeal so acted upon and approved shall be effective upon filing with the Office in accordance with regulatory procedures.

THE HOMETOWN BANK

Attest: *Eggy Melville*
Secretary of the Bank

By: *J. Ed Broadwell*
President or Chief Executive Officer
of the Bank

OFFICE OF THRIFT SUPERVISION

Attest: *Nadine L. Washington*
Corporate Secretary of the Office of
Thrift Supervision

By: *Jonathan P. Richter*
Acting Director of the Office of Thrift
Supervision

Declared effective this 17th day of June 1996.