

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                |
|------------------------------|----------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT |
| <b>NATURE OF CONVEYANCE:</b> | MERGER         |

|                                  |                 |                       |                       |
|----------------------------------|-----------------|-----------------------|-----------------------|
| <b>CONVEYING PARTY DATA</b>      |                 |                       |                       |
| <b>Name</b>                      | <b>Formerly</b> | <b>Execution Date</b> | <b>Entity Type</b>    |
| Everen Securities Holdings, Inc. |                 | 04/22/2003            | CORPORATION: DELAWARE |

|                             |                            |
|-----------------------------|----------------------------|
| <b>RECEIVING PARTY DATA</b> |                            |
| <b>Name:</b>                | Everen Capital Corporation |
| <b>Street Address:</b>      | 301 South College Street   |
| <b>City:</b>                | Charlotte                  |
| <b>State/Country:</b>       | NORTH CAROLINA             |
| <b>Postal Code:</b>         | 28288                      |
| <b>Entity Type:</b>         | CORPORATION: DELAWARE      |

|                                  |               |                  |
|----------------------------------|---------------|------------------|
| <b>PROPERTY NUMBERS Total: 1</b> |               |                  |
| <b>Property Type</b>             | <b>Number</b> | <b>Word Mark</b> |
| Registration Number:             | 2080701       | MENTOR           |

**CORRESPONDENCE DATA**

Fax Number: (704)331-7598  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 704.331.5792  
 Email: docket@kennedycovington.com  
 Correspondent Name: Karl S. Sawyer, Jr.  
 Address Line 1: 214 North Tryon Street  
 Address Line 2: Hearst Tower, 47th Floor  
 Address Line 4: Charlotte, NORTH CAROLINA 28202

|                                |                                   |
|--------------------------------|-----------------------------------|
| <b>ATTORNEY DOCKET NUMBER:</b> | 13575.382                         |
| <b>NAME OF SUBMITTER:</b>      | Marcia Siuda, Trademark Paralegal |

**Total Attachments: 4**  
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# Delaware

*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 OWNERSHIP, WHICH MERGES:

"EVEREN SECURITIES HOLDINGS, INC.", A DELAWARE 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 TWENTY-SECOND DAY OF APRIL, A.D. 2003, AT 3:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF MAY, A.D. 2003, AT 4:59 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

2506320 8100M

030261305

AUTHENTICATION: 2378592

DATE: 04-23-03

TRADEMARK  
REEL: 002721 FRAME: 0002

**Execution Copy**

**CERTIFICATE OF OWNERSHIP AND MERGER**  
merging  
**EVEREN SECURITIES HOLDINGS, INC.**  
with and into  
**EVEREN CAPITAL CORPORATION**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

EVEREN Capital Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** That the Corporation was incorporated on May 11, 1995 under the General Corporation Law of the State of Delaware (the "DGCL").

**SECOND:** That the Corporation owns all of the issued and outstanding shares of stock of EVEREN Securities Holdings, Inc., a corporation incorporated on March 7, 1988 under the DGCL ("ESHI").

**THIRD:** That the Corporation has determined to merge ESHI with and into the Corporation pursuant to Section 253 of the DGCL by the following resolutions of its Board of Directors duly adopted by the unanimous written consent of its members as of April 22, 2003 and filed with the minutes of the Board of Directors:

**RESOLVED**, that it is deemed advisable and in the best interests of the Corporation that ESHI merge with and into the Corporation pursuant to the DGCL and that the Corporation assume all of the assets and obligations of ESHI pursuant to such merger; and further

**RESOLVED**, that the Corporation shall be the surviving corporation and shall continue as a corporation organized and existing under the laws of the State of Delaware, and that the Certificate of Incorporation and the By-Laws of the Corporation shall be those of the surviving corporation; and further

**RESOLVED**, that the Corporation be, and it hereby is, authorized, empowered and directed to execute and deliver a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware; and further

**RESOLVED**, that the officers of the Corporation are, and each individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute, acknowledge, file and record a Certificate of Ownership and Merger of the Corporation and any amendments or supplements thereto, under the applicable provisions of the DGCL; and further

**RESOLVED**, that the officers of the Corporation are, and each individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver such other instruments and documents, and to take all such other and further actions as any such officer shall deem necessary or desirable to carry out the purpose and intention of the foregoing resolutions and to effectuate the transactions contemplated hereby, including, without limitation, the making of such filings and communications as are required by the Secretary of State of Delaware, the Securities and Exchange Commission, any state securities authority, the New York Stock Exchange, the National Association of Securities Dealers or any other exchange, self-regulatory organization and/or clearing organization in connection with the transaction contemplated hereby, with the execution and delivery or other action by any such officer constituting conclusive evidence of such approval; and further

**RESOLVED**, that at any time prior to the time the Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware becomes effective, the transactions contemplated by these resolutions may be abandoned, these resolutions may be rescinded and said Certificate terminated in accordance with Section 251(d) of the DGCL as applicable, and any other applicable law.

**FOURTH:** The merger shall be effective at 4:59 p.m. Eastern Time on May 1, 2003.

[Signature page follows.]


IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Ownership and Merger as of April 22, 2003.

**EVEREN CAPITAL CORPORATION**

By:

Name:

Title:

  
David H. Heber  
Senior Vice President

*[Signature Page to Certificate of Ownership and Merger for ECC-ESHI Merger]*