

07-21-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102501941

To the Honorable Commissioner of Patents and Trademarks original documents or copy thereof.

1. Name of conveying party(ies):
Ameritrust, Inc. *7-12-03*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **North Carolina**
 Other _____

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

2. Name and address of receiving party(ies)
 Name: Ameritrust Mortgage Company, LLC
 Internal Address: _____
 Street Address: 14045 Ballantyne Corporate Place
 City: Charlotte State: NC Zip: 28277

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other North Carolina limited liability company

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: August 30, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
1175860

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____
See Attached Schedule "A"

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: John L. Sullivan, Jr., Esq.
Alston & Bird LLP
 Internal Address: Bank of America Plaza

Street Address: 101 S. Tryon Street,
Suite 4000

City: Charlotte State: NC Zip: 28280-4000

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account
If additional fees are needed

8. Deposit account number:
16-0605

07/18/2003 DBYRNE 00000029 1125060

DO NOT USE THIS SPACE

01 FC:8531
02 FC:8532

9. Signature. 40.00 OP
25.00 OP

John L. Sullivan, Jr.
Name of Person Signing

John L. Sullivan, Jr.
Signature

7/10/03
Date

Total number of pages including cover sheet, attachments, and document 7

FINANCE SECTION
JUL 10 6:31

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

SCHEDULE "A"

Mark	Registration No.	Registered
AMERITRUST	1,125,860	10-9-1979
AMERITRUST	2,428,214	2-13-2001

21 247 9057

*State of North Carolina
Department of the Secretary of State*

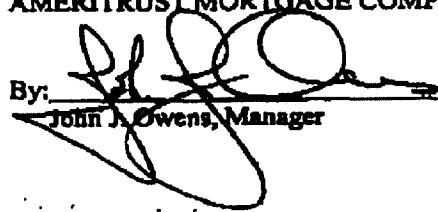
**ARTICLES OF MERGER
(Cross-entity Merger¹)**

Pursuant to North Carolina General Statute Sections 55-11-10(d), 55A-11-09(d), 57C-9A-22, 59-73.5 and 59-1013, as applicable, the undersigned surviving entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is AMERITRUST MORTGAGE COMPANY, LLC, a limited liability company organized under the laws of North Carolina.
2. The address of the surviving entity is: 4801 E. Independence Boulevard, Suite 1110
Charlotte, North Carolina 28212
Mecklenburg County
3. The name of the merged entity is AMERITRUST, INC., a corporation organized under the laws of North Carolina.
4. Attached is a copy of the Plan of Merger that was duly approved by each merging business entity or unincorporated entity in the manner required by law.
5. With respect to the surviving entity, a North Carolina limited liability company,
 - (i) ___ The merger was approved in the manner provided by the articles of organization or a written operating agreement providing for approval of a merger with the type of business entity contemplated in the plan of merger.
 - (ii) XX The merger was approved by the unanimous consent of the members of the limited liability company.
6. With respect to the merged entity, a North Carolina corporation,
 - (i) ___ Shareholder approval was not required for the merger.
 - (ii) XX Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 or Chapter 55B, if applicable, of the North Carolina General Statutes.
7. The merger is permitted by the law of the state governing the organization and internal affairs of each merging business entity, and each business entity that is a party to the merger has complied or shall comply with the applicable laws of the state governing its organization and internal affairs.
8. These articles will be effective upon filing.

This the 30th day of August, 2001.

AMERITRUST MORTGAGE COMPANY, LLC

By: 
John J. Owens, Manager

0215713.01
LRS:

**PLAN OF MERGER
OF
AMERITRUST MORTGAGE COMPANY, LLC**

This Plan of Merger (the "Plan of Merger") by and between AMERITRUST MORTGAGE COMPANY, LLC, a North Carolina limited liability company ("LLC"), and AMERITRUST, INC., a North Carolina corporation ("Corporation"), sets forth the terms and conditions upon which, at the Effective Time (hereinafter defined), Corporation shall be merged with and into LLC.

1. Constituent Entities.

The constituent entities to this Plan of Merger (the "Constituent Entities") are LLC and Corporation. Corporation shall be merged with and into LLC (the "Merger"), and LLC shall be the surviving entity in the Merger (the "Surviving Entity"), with its name remaining "Ameritrust Mortgage Company, LLC" after the Merger.

2. Effective Time.

The Merger shall become effective at the time the Articles of Merger setting forth this Plan of Merger are filed with the Secretary of State of North Carolina (the "Effective Time").

3. Terms and Conditions of Merger.

(a) The Merger shall be effected pursuant to the provisions of the North Carolina Business Corporation Act and the North Carolina Limited Liability Company Act and in accordance with the terms set forth in this Plan of Merger. The Merger may be abandoned at any time before the Articles of Merger are filed in accordance with Section 2 of this Plan of Merger by action of the Board of Directors of Corporation or the Members of LLC.

(b) At the Effective Time, Corporation will be merged with and into LLC with the effects set forth in Section 55-11-10 of the North Carolina Business Corporation Act and Section 57C-9A-23 of the North Carolina Limited Liability Company Act, and the separate corporate existence of Corporation shall cease and the separate existence of LLC shall continue as the Surviving Entity. The Articles of Organization and the Operating Agreement, if any, of LLC as in effect immediately prior to the Effective Time shall continue to be the Articles of Organization and the Operating Agreement of the Surviving Entity after the Effective Time until they may be thereafter duly amended in accordance with applicable law. The officers of LLC in office immediately prior to the Effective Time shall continue as the officers of the Surviving Entity after the Effective Time until their successors are duly elected or appointed, as the case may be, and qualified in accordance with the Operating Agreement of LLC and all applicable law.

(c) The transfer of the assets of Corporation to LLC pursuant to the Merger shall be deemed a contribution of capital to LLC.

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4. Manner and Basis of Conversion and Exchange of Shares.

At the Effective Time, the interests in the Constituent Entities will be converted, exchanged and cancelled as follows:

- (a) Surviving Entity. The outstanding membership interests of LLC will not be converted, exchanged or altered in any manner as a result of the Merger and will remain the outstanding membership interests of LLC.
- (b) Merging Entity. Inasmuch as all of the sole shareholder of Corporation is also the sole member of LLC, no cash, shares or other securities or obligations of LLC will be distributed or issued upon conversion of the outstanding shares of capital stock of Corporation, and, at the Effective Time, the outstanding shares of capital stock of Corporation shall cease to exist by virtue of the Merger and without any action on the part of the holder thereof.
- (c) Tax Effects. The Constituent Entities and their respective members and shareholders acknowledge that for Federal income taxation purposes, the merger of Corporation with and into LLC will be treated as a transfer by Corporation of its assets and liabilities in exchange for a membership interest in LLC followed by a distribution of such membership interest to the shareholders of Corporation in liquidation of Corporation, all in accordance with the provisions of Priv. Ltr. Rul. 97-01-029, or as otherwise required to be characterized for federal tax purposes under the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder. Corporation and LLC shall conduct such appraisals, and obtain such analysis from the Corporation's accountants, as the officers of the Corporation deem necessary or advisable in order to establish the value of assets and liabilities transferred to LLC, the extent, if any, to which taxable income will be generated by the Merger and the basis and other tax attributes assigned to those assets and liabilities as held by LLC.