

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Matsco Companies, Inc.		11/16/2000	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Greater Bay Bancorp
Street Address:	400 Emerson Street, Third Floor
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94304
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2123411	MATSCO

CORRESPONDENCE DATA	
Fax Number:	(650)213-0260
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650)812-1300
Email:	patrademarks@manatt.com
Correspondent Name:	Manatt, Phelps & Phillips, LLP
Address Line 1:	1001 Page Mill Road, Building 2
Address Line 4:	Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	14359.609
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NAME OF SUBMITTER:	Charlotte C. Carberry, Paralegal
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Total Attachments: 5 source=Matsco Doc 2#page1.tif source=Matsco Doc 2#page2.tif source=Matsco Doc 2#page3.tif source=Matsco Doc 2#page4.tif source=Matsco Doc 2#page5.tif
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CH \$40.00 2123411

State of Delaware
Office of the Secretary of State

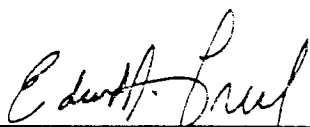
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"THE MATSCO COMPANIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "GREATER BAY BANCORP" UNDER THE NAME OF
"GREATER BAY BANCORP", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2000, AT 3:04
O'CLOCK P.M.

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





Edward J. Freel, Secretary of State

3323013 8100M

AUTHENTICATION: 0824349

001575664

DATE: 11-30-00

TRADEMARK
REEL: 002796 FRAME: 0409

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

MERGING

THE MATSCO COMPANIES, INC.

INTO

GREATER BAY BANCORP

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

Greater Bay Bancorp, a corporation incorporated on the 8th day of November, 1984, pursuant to the provisions of the California General Corporations Law;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of The Matsco Companies, Inc., a corporation incorporated on the 6th day of March, 1998, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted on the 24th day of October, 2000, determined to merge into itself said The Matsco Companies, Inc., which resolution is in the following words to wit:

RESOLVED, that this corporation lawfully owns 100% of the outstanding stock of The Matsco Companies, Inc., a corporation organized and existing under the laws of Delaware, and that this corporation merge into itself said The Matsco Companies, Inc. and assume all of its liabilities and obligations; and it is further

RESOLVED, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said The Matsco Companies, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and it is further

RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

That, as required by Section 252(d), the survivor may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of The Matsco Companies, Inc. as well as for enforcement of any obligations of Greater Bay Bancorp arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in

appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law. Accordingly, The Matsco Companies, Inc. has irrevocably appointed the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding, and the address to which a copy of such service of process shall be mailed by the Secretary of State of Delaware is Linda M. Iannone, Esq., c/o Greater Bay Bancorp, 400 Emerson Street, 3rd Floor, Palo Alto, CA 94301.

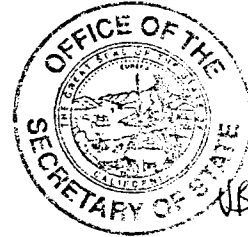
IN WITNESS WHEREOF, said Greater Bay Bancorp has caused this certificate to be signed by Linda M. Iannone, an authorized officer this 16th day of November, 2000.

By: Linda M. Iannone
Authorized Officer

Name: Linda M. Iannone

Title: Senior Vice President, General Counsel and Secretary

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

NOV 30 2000

BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP


David L. Kalkbrenner and Linda M. Iannone certify that:

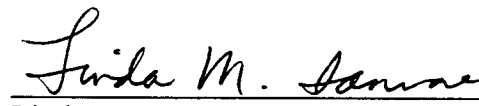
1. They are the President and the Secretary, respectively, of Greater Bay Bancorp, a California corporation.
2. This corporation owns all the outstanding shares of The Matsco Companies, Inc., a Delaware corporation.
3. The board of directors of this corporation duly adopted the following resolution:

RESOLVED, that this corporation merge The Matsco Companies, Inc., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: November 16, 2000



David L. Kalkbrenner, President

Linda M. Iannone, Secretary