

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Split-Off
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NORDEA BANK FINLAND ABP	NCF BANK PLC	01/01/2002	CORPORATION: FINLAND

RECEIVING PARTY DATA	
Name:	NORDEA BANK FINLAND PLC
Street Address:	Aleksanterinkatu 36 B
City:	Helsinki
State/Country:	FINLAND
Postal Code:	00100
Entity Type:	CORPORATION: FINLAND

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Serial Number:	75982109	SOLO
Serial Number:	75982110	SOLO
Serial Number:	76210011	SOLO
Serial Number:	76210012	SOLO
Registration Number:	2252393	SOLO
Registration Number:	2514015	E-SOLO

CORRESPONDENCE DATA	
Fax Number:	(212)536-3901
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(212) 536-3900
Email:	nytrademarks@kl.com
Correspondent Name:	KIRKPATRICK & LOCKHART LLP
Address Line 1:	599 Lexington Avenue
Address Line 4:	New York, NEW YORK 10022-6030

ATTORNEY DOCKET NUMBER:	0820116.0811
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OP \$165.00 75982109

DOMESTIC REPRESENTATIVE

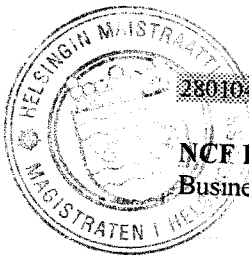
Name: Kirkpatrick & Lockhart LLP
Address Line 1: 599 Lexington Avenue
Address Line 4: New York, NEW YORK 10022-6030

NAME OF SUBMITTER:

Keith E. Danish, Esq.

Total Attachments: 10

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2801045a

TRANSLATION FROM SWEDISH

NCF Bank Plc
Business code 1445044-0

Minutes No. 9
Meeting date
2001-06-27

NCF Bank Plc, Board meeting

Place Merita Bank, head office, Helsinki

Time 9.30 A.M.

Present	T Krarup	Chairman
	L G Nordström	Deputy Chairman
	M Pohjola	Managing Director
	H Andersen	
	C-J Granvik	
	G Grinbaum	
	K Jordan	
	A Liljedahl	
	K Suominen	Secretary

§2

Merger with
Merita Bank Plc

The appended merger plan (**Appendix 2/9/01**), whereby Merita Bank Plc is merged with NCF Bank Plc, was approved and Thorleif Krarup, Chairman and Markku Pohjola, Managing Director were authorised to sign the merger plan on behalf of the company.

NCF Bank Plc will begin banking activities on the day the merger is effected. The planned merger date is 30 September 2001 when the company name is changed to Merita Bank Plc.

The Board decided that an application would be sent to the Finnish Ministry of Finance for approval of the merger.

The Board decided to appoint Mikael Leskinen, CA, independent counsel with the task of preparing a statement on the merger plan.

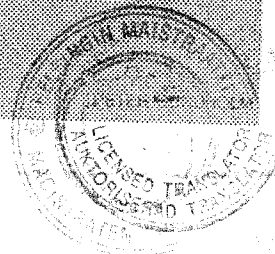
The Board decided that all auxiliary business names of Merita Bank Plc be included in the merger.

The merger plan provides for all rights and obligations of Merita Bank Plc arising from financing agreements (including the EMNT Program) to be transferred to NCF Bank Plc on the date of merger.

This is to certify that the above is a true and accurate translation of the original

Helsingfors 10.7.2001

Peter Sundholm
Licensed translator
(Act 1148/88, 594/91)



NCF Bank Plc
Business code 1445044-0

Minutes No. 9
Meeting date
2001-06-27

§4

Demerger of
NCF Bank Plc

The appended demerger plan (**Appendix 4/9/01**), whereby NCF Bank Plc is partitioned, was approved and Thorleif Krarup, Chairman and Markku Pohjola, Managing Director were authorised to sign the demerger plan on behalf of the company.

The demerger plan provides for the transfer of the business activities of Merita Bank Plc to the new bank that is established in the course of the demerger and which shall be registered in the name of Nordea Bank Finland Plc, effective on the date of demerger. The planned date of demerger is 1 January 2002.

The Board decided to call an extraordinary General Meeting and ask the meeting to approve the demerger plan.

The Board decided that an application would be sent to the Finnish Ministry of Finance for approval of the demerger and for a credit institution concession to be granted Nordea Bank Finland Plc after the General Meeting decision on demerger plan approval.

The Board decided to appoint Mikael Leskinen, CA, independent counsel with the task of preparing a statement on the demerger plan.

The demerger plan provides for all rights and obligations of Merita Bank Plc arising from financing agreements, including financing agreements transferred from Merita Bank Plc through the merger (including the EMNT Program) to be transferred to Nordea Bank Finland Plc on the date of demerger.

THORLEIF KRARUP
Thorleif Krarup
Chairman

KARI SUOMINEN
Kari Suominen
Secretary



Extract certification (signature)

TRADEMARK

REEL: 002879 FRAME: 0468



**EXTRACT
FROM THE
NCF BANK PLC
DEMERGER PLAN**

Helsinki, June 27, 2001





1 DEMERGER PLAN

The Board of Directors of NCF Bank Plc ("NCF Bank") has today approved the following demerger plan:

1. Demerger

The Ministry of Finance granted concession to NCF Bank Plc on June 19, 2001 and on June 20, 2001 the company was entered in the trade register as a commercial bank. NCF Bank and its wholly-owned subsidiary, Merita Bank Plc ("Merita Bank") signed a merger plan on June 27, 2001. According to this plan Merita Bank will be merged to NCF Bank without liquidation process. The purpose is to complete the merger and enforce it prior to the implementation of the demerger when Merita Bank's total assets and liabilities are transferred to NCF Bank. The scheduled date of the enforcement of the merger is September 30, 2001.

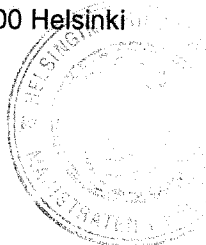
NCF Bank shall demerge by forming five (5) new transferee companies ("complete demerger"). The provisions of chapter 14 a of the Companies Act and paragraph 52 c of the Act on taxation of income on business operations shall apply in the demerger.


The total assets and liabilities of the demerging company shall be transferred as a universal succession, without liquidation process, to the transferee companies, which are formed at the demerger. The shareholder in the demerging company, Nordea AB (publ) shall receive all the shares in the new companies as consideration.

The demerger shall be implemented in the manner prescribed in paragraph 25 of the Commercial Bank Act through the filing of an application with the Ministry of Finance for a permit to implement the demerger. The transferee company, which shall adopt the name Nordea Bank Finland Plc at the enforcement of the demerger, shall be a commercial bank in accordance with the Commercial Bank Act (hereinafter "Nordea Bank Finland"). The application to the Ministry of Finance shall also include a request for concession for Nordea Bank Finland to act as a credit institution as defined in paragraph 10 of the Credit Institutions Act.

2. Demerging company

NCF Bank Plc
Business Identity Code: 1445044-0
Address: Aleksanterinkatu 36 B, 00100 Helsinki
Domicile: Helsinki





According to the merger plan between Merita Bank and NCF Bank, the corporate name NCF Bank shall be changed into Merita Bank Plc as soon as the merger takes effect.

3. Transferee companies

1.

Company name: Nordea Bank Finland Plc
Business Identity Code: The Trade Register will assign a Business Identity Code upon registration of the newly-formed company

Address: Aleksanterinkatu 36 B, 00100 Helsinki
Domicile: Helsinki

2.

Company name: Nordea IM Holding Ltd
Business Identity Code: The Trade Register will assign a Business Identity Code upon registration of the newly-formed company.

Address: Fabianinkatu 29 B, 4th Fl., 00020 Helsinki
Domicile: Helsinki

3.

Company name: Nordea FM Holding Ltd
Business Identity Code: The Trade Register will assign a Business Identity Code upon registration of the newly-formed company.

Address: Fabianinkatu 29 B, 00100 Helsinki
Domicile: Helsinki

4.

Company name: Nordea Securities Holding Ltd
Business Identity Code: The Trade Register will assign a Business Identity Code upon registration of the newly-formed company.

Address: Pohjoisesplanadi 33 A, 00100 Helsinki
Domicile: Helsinki

5.

Company name: Nordea Life Holding Ltd
Business Identity Code: The Trade Register will assign a Business Identity Code upon registration of the newly-formed company.

Address: Asemakuja 2, 02770 Espoo
Domicile: Espoo





10. Proposal for the distribution of assets and liabilities

In the proposal for the distribution of liabilities and assets, attention has been paid to the above merger between NCF Bank and Merita Bank and the assets and liabilities to be transferred to NCF Bank at the merger.

The shares of the demerging company in Nordea Investment Management Finland Oy and in Nordea Bank S.A. Luxembourg shall be transferred to Nordea IM Holding Ltd. The shares of the demerging company in Nordea Fund Management Ltd shall be transferred to Nordea FM Holding Ltd. The shares of the demerging company in Nordea Securities Oyj and in Nordea Securities Corporate Finance Oy shall be transferred to Nordea Securities Holding Ltd. The shares of the demerging company in Merita Life Assurance Ltd shall be transferred to Nordea Life Holding Ltd.

Any other assets than the shares specified above in subsidiaries shall be transferred to Nordea Bank Finland. The assets to be transferred to Nordea Bank Finland represent more than approx. 99% of the total assets in NCF Bank. All liabilities, reserves and contingent liabilities as well as commitments in NCF Bank shall be transferred to Nordea Bank Finland. On the date of the enforcement of the demerger, Nordea Bank Finland shall continue the banking business conducted by NCF Bank. The international branches and representative offices of NCF Bank shall be transferred to Nordea Bank Finland. The final placement of the assets and liabilities of the New York branch within the Nordea Group is, however, unconfirmed, since investigations are still in process.

The distribution of liabilities and assets is specified in appendix 6 as presented in NCF Bank's and Merita Bank's latest financial statements adopted on December 31, 2000:

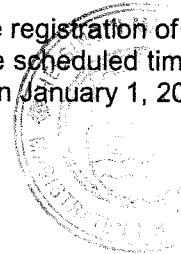
Appendix 3 paragr 4b.

Any unknown liabilities and contingent liabilities of the demerging company shall be transferred to Nordea Bank Finland Plc. Any unknown assets of the demerging company shall belong to Nordea Bank Finland Plc.

At the demerger, assets and liabilities shall be valued at their book value. The values of the transferred assets and liabilities to be entered in the balance sheets of the transferee companies are shown in appendix 6. There are no specific valuation problems with regard to the distribution of the assets and liabilities.

18. Proposal for the scheduled time of registration of the demerger

The demerger shall take effect on the date of the registration of its implementation in the trade register ("Date of enforcement"). The scheduled time of registration of the implementation of the demerger is at 00.00 on January 1, 2002.



This demerger plan has been made up in eight (8) identical copies, one (1) for each company and two (2) for the authorities.

Helsinki, June 27 2001



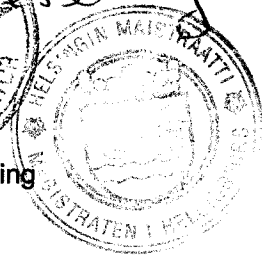
NCF BANK PLC

Board of Directors

Thorleif Krarup

Markku Pohjola

Translation certified:
Helsinki, January 14, 2002




Ann-Kristin Westling

MINISTRY OF FINANCE

RESOLUTION on permission for implementation of
demerger and on concession for credit institution

Diary No. 1/414/2001

Given in Helsinki on December 5, 2001

Nordea Bank Finland Plc
Nordea Bank Finland Plc (company being established)

APPLICANT: NCF Bank Plc

MATTER: In accordance with § 25 of the Commercial Bank Act (1269/1990), NCF Bank Plc filed an application with the Ministry of Finance on June 28, 2001 for permission to implement the demerger and for concession according to § 10 of the Credit Institutions Act (1607/1993) to engage in credit institutions business as referred to in § 20. The new credit institution, Nordea Bank Finland Plc, is meant to be a commercial bank.

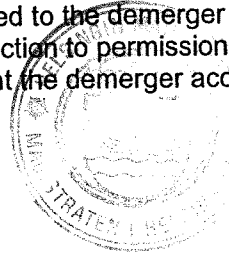
On June 27, 2001, the Board of Management of NCF Bank Plc decided to approve a demerger plan according to chapter 14 a, § 2 of the Companies Act. The extraordinary meeting of NCF Bank Plc approved the demerger plan on June 27, 2001. According to the demerger plan, NCF Bank Plc shall demerge by forming five new transferee companies: Nordea Bank Finland Plc, Nordea IM Holding Ltd, Nordea FM Holding Ltd, Nordea Securities Holding Ltd and Nordea Life Holding Finland Ltd.

At the enforcement of the merger with Merita Bank Plc on September 30, 2001, the name of NCF Bank Plc was changed into Merita Bank Plc. The name of the bank was changed into Nordea Bank Finland Plc on December 3, 2001.

OPINION: The Ministry of Finance has asked the Financial Supervision Authority, the Investor Compensation Fund and the Deposit Guarantee Fund for their opinions on the application.

In its opinion of December 3, 2001, the Financial Supervision Authority states that the demerger plan appended to the application of NCF Bank Plc contains the information and investigations referred to in chapter 14 a § 2 of the Companies Act. The appendices referred to in chapter 14 § 7 of the Companies Act have been attached to the demerger plan. The Financial Supervision Authority has no objection to permission being granted to Nordea Bank Finland Plc to implement the demerger according to § 25 of the Commercial Bank Act.

Submitted to the
Registry of the
Council of State
December 7, 2001
Senior Registry Clerk
(signed)





In its statement, the Financial Supervision Authority further states that according to the demerger plan the planned share capital of Nordea Bank Finland Plc amounts to EUR 2,319,270,970. According to the demerger plan, the international branch offices shall be transferred to the transferee bank, Nordea Bank Finland Plc, which shall continue the operations of the branches in accordance with the permission valid at the enforcement of the demerger. The Financial Supervision Authority has no objection to concession being granted to Nordea Bank Finland Plc to engage in credit institutions business as defined in § 11 of the Credit Institutions Act.

In its statement of November 23, 2001, the Investor Compensation Fund states that the Fund has no objection to permission to implement the demerger and to concession being granted to NCF Bank Plc.

In its statement of October 24, 2001, the Deposit Guarantee Fund states that the Fund has no objection to permission to implement the demerger and to concession being granted to NCF Bank Plc.

RESOLUTION

The Ministry of Finance has dealt with this matter. The Ministry of Finance states that the application contains the information and investigations referred to in chapter 14 a § 2 of the Companies Act. The applicant has also attached the appendices referred to in chapter 14 § 7 of the Companies Act to the demerger plan.

On the grounds mentioned above, the Ministry of Finance has decided to grant permission for the implementation of the demerger of Nordea Bank Finland Plc according to § 25.1 of the Commercial Bank Act.

The Ministry of Finance states that the applicant has attached the appendices referred to in § 10 of the Credit Institutions Act to the application and that the new credit institution, Nordea Bank Finland Plc, meets the requirements as defined in § 11 of the Credit Institutions Act.

On the grounds mentioned above, the Ministry of Finance has decided to grant Nordea Bank Finland Plc concession according to § 10 of the Credit Institutions Act.

The Ministry of Finance states that the international branches in the United States, Cayman Islands, Singapore, Estonia, Latvia and Lithuania shall be transferred to the transferee bank, Nordea Bank Finland Plc. Nordea Bank Finland Plc may continue the operations of the branches under the permission in force at the enforcement of the demerger.

The Ministry of Finance further states that the applicant's right to engage in banking business as a commercial bank in accordance with the Commercial Bank Act ceases at the completion of the demerger.

MINISTER

Suvi-Anne Siimes

(signed)

Impression of emblem
Ministry of Finance

Legal Adviser

Katri Nuotio
(signed)

TRADEMARK

REEL: 002879 FRAME: 0475

RIGHT OF APPEAL

Whoever is dissatisfied with this resolution may lodge an appeal with the Supreme Administrative Court. Appeals may be lodged on the grounds that the resolution is contrary to law. Appeals shall be lodged within 30 days of service of the resolution. The enclosed instruction on the lodging of appeals describes the procedure to be observed.

FEE FIM 3,440

§ 6 of the Act on the Charge Criteria of the State (150/1992) and § 3.15 of the Ministry of Finance's resolution on fees for the Ministry of Finance's services (1336/1993)

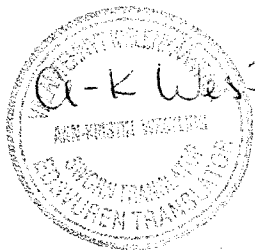
APPENDICES

Instruction on the lodging of an appeal
Application for a change in fee

COPIES:

The Financial Supervision Authority
Deposit Guarantee Fund
Investor Compensation Fund

For a true translation:
Helsinki; December 10, 2001



Ann-Kristin Westling

For a correct and true copy.
Helsinki 04.12.2002

Fee

JUKKA HEIKKILÄ
Notary Public



TRADEMARK