

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	MERGER
-----------------------	--------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of Orange County		07/23/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Placer Sierra Bank
Street Address:	649 Lincoln Way
City:	Auburn
State/Country:	CALIFORNIA
Postal Code:	95603
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2476842	BANK OF ORANGE COUNTY
Registration Number:	2431469	BOC
Registration Number:	2475415	CWB
Registration Number:	2467486	CALWEST BANK

CORRESPONDENCE DATA	
Fax Number:	(415)984-8300
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(415) 984-8200
Email:	dpertcheck@nixonpeabody.com
Correspondent Name:	Darcy M. Pertcheck, Esq.
Address Line 1:	Two Embarcadero Center, 27th Floor
Address Line 4:	San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	312263-990822
-------------------------	---------------

NAME OF SUBMITTER:	Darcy M. Pertcheck
--------------------	--------------------

Total Attachments: 6
----------------------

**900013078**

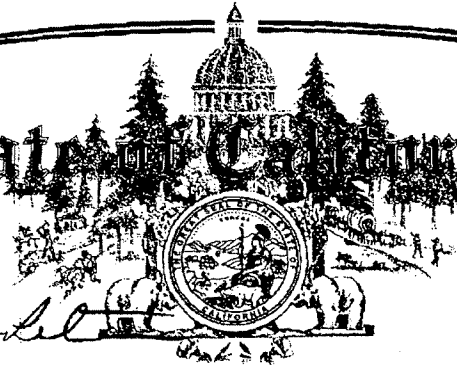
**TRADEMARK  
 REEL: 002941 FRAME: 0227**

**CH \$115.00 2476842**

source=BOC PSB Cert. of Merger#page1.tif  
source=BOC PSB Cert. of Merger#page2.tif  
source=BOC PSB Cert. of Merger#page3.tif  
source=BOC PSB Cert. of Merger#page4.tif  
source=BOC PSB Cert. of Merger#page5.tif  
source=BOC PSB Cert. of Merger#page6.tif

A0614688

# State of California



FILED EFFECTIVE  
6:00 P.M. JULY 23, 2004  
HOWARD GOULD  
Commissioner of Financial Institutions



By *Kenneth Sayre-Peterson*  
KENNETH SAYRE-PETERSON  
Senior Counsel

## SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 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

JUL 23 2004



*Kevin Shelley*  
Secretary of State

A0614688

APPROVED  
July 14, 2004  
HOWARD GOULD  
Commissioner of Financial Institutions

By   
KENNETH SAYRE-PETERSON  
Senior Counsel

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

JUL 23 2004

KEVIN SHELLEY  
Secretary of State

**AGREEMENT OF MERGER  
OF  
PLACER SIERRA BANK  
(a California corporation)  
AND  
BANK OF ORANGE COUNTY  
(a California Corporation)**

THIS AGREEMENT OF MERGER is made and entered into as of this 1<sup>st</sup> day of July, 2004, by and between PLACER SIERRA BANK, a California corporation ("PSB"), and BANK OF ORANGE COUNTY, a California corporation ("BOC").

WITNESSETH :

WHEREAS, the respective Boards of Directors and the Sole Shareholder of BOC and PSB have approved as desirable and in the best interests of each corporation that BOC be merged with and into PSB by a statutory merger upon the terms and conditions hereinafter set forth.

NOW, THEREFORE IT IS AGREED AS FOLLOWS:

FIRST: BOC shall be merged with and into PSB by a statutory merger (the "Merger") in accordance with the General Corporation Law of California and on the terms and conditions hereinafter expressed. At the Effective Date of the Merger (as hereinafter defined), the separate existence of BOC shall cease and PSB shall be the surviving entity (the "Surviving Entity") and shall be the wholly-owned subsidiary of Placer Sierra Bancshares ("PLSB"), a California corporation.

SECOND: The Merger shall be effective (the "Effective Date of the Merger") as of the day and time in which this Agreement of Merger and appropriate certificates of its approval and adoption as filed with the Secretary of State of the State of California in accordance with the General Corporation Law of the State of California and certified by the California Secretary of State has been filed with the California Commissioner of Financial Institutions pursuant to Section 4887 of the California Financial Code.

THIRD: The manner of converting the shares of the capital stock of PSB and BOC upon the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be as follows:

- (a) At the Effective Time, the shares of PSB Common Stock outstanding immediately prior to the Effective Time shall remain outstanding.
- (b) At the Effective Time, each of the shares of BOC Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled without consideration.

(c) At the Effective Time, each of the shares of BOC Preferred Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled without consideration.

FOURTH: The Articles of Incorporation and Bylaws of PSB in effect immediately prior to the Effective Date of the Merger shall continue to be the Articles of Incorporation and Bylaws of the Surviving Entity following the Merger.

FIFTH: The directors of the Surviving Entity immediately after the Effective Date of the Merger shall be the following persons, each of whom shall serve until his death, resignation, removal, or until his successors shall be elected in accordance with the law and the Articles of Incorporation and Bylaws of the Surviving Entity:

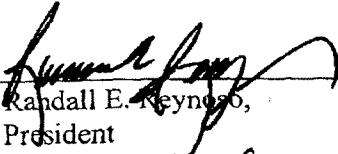
- |                       |                    |
|-----------------------|--------------------|
| Ronald W. Bachli      | Robert Kushner     |
| Larry D. Mitchell     | Randall E. Reynoso |
| Dwayne A. Shackelford | William H. Slaton  |
| Robert H. Smiley      |                    |

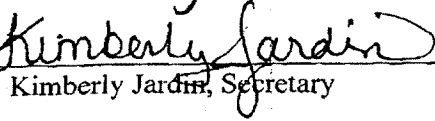
SIXTH: The sole shareholder of PSB has approved this Agreement of Merger in accordance with the General Corporation Law of the State of California. The sole shareholder of BOC has approved this Agreement in accordance with the General Corporation Law of the State of California.

SEVENTH: Prior to the filing of this Agreement of Merger with the Secretary of State of the State of California, this Agreement of Merger may be terminated by the agreement of the Boards of Directors of PSB and BOC notwithstanding approval of this Agreement of Merger by the sole shareholder of PSB and BOC.

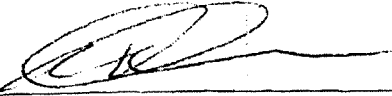
IN WITNESS WHEREOF, PSB and BOC, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement of Merger to be executed by the President and by the Secretary or Assistant Secretary of each party hereto.

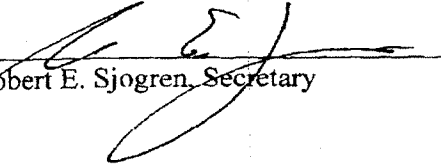
PLACER SIERRA BANK

By:   
Randall E. Keynes,  
President

By:   
Kimberly Jardin, Secretary

BANK OF ORANGE COUNTY

By:   
Robert C. Campbell, Jr., President

By:   
Robert E. Sjogren, Secretary

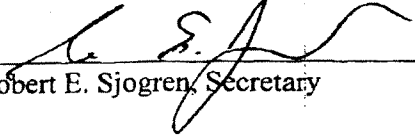
**BANK OF ORANGE COUNTY  
CERTIFICATE OF APPROVAL OF  
AGREEMENT OF MERGER**

The undersigned hereby certify as follows:

- (1) They are the President and Secretary, respectively, of Bank of Orange County, a California corporation ("BOC").
- (2) The Agreement of Merger in the form attached was duly approved by the Board of Directors and the sole shareholder of BOC.
- (3) The shareholder approval was by the holder of 100% of the outstanding shares of BOC.
- (4) The corporation has two classes of shares and the number of shares of Common Stock outstanding is 346,273 and the number of shares of Preferred Stock outstanding is 618,959.



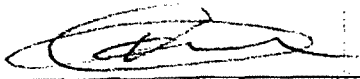
Robert C. Campbell, Jr., President



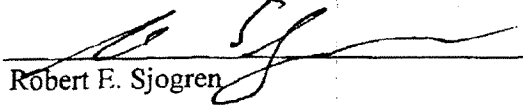
Robert E. Sjogren, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Orange, California, on July 1, 2004.



Robert C. Campbell, Jr.

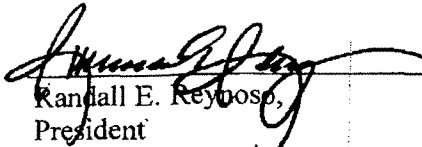


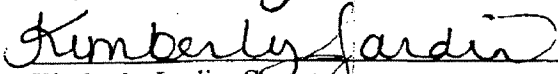
Robert E. Sjogren

**PLACER SIERRA BANK  
CERTIFICATE OF APPROVAL OF  
AGREEMENT OF MERGER**

The undersigned hereby certify as follows:

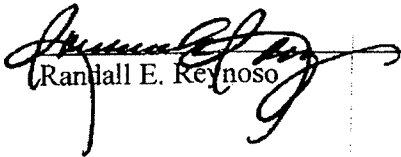
- (1) They are the President and Secretary, respectively, of Placer Sierra Bank, a California corporation ("PSB").
- (2) The Agreement of Merger in the form attached was duly approved by the Board of Directors of PSB.
- (3) The Agreement of Merger was entitled to be approved by the Board of Directors of PSB alone pursuant to the provisions of Corporations Code Section 1201.

  
 \_\_\_\_\_  
 Randall E. Reynoso,  
 President

  
 \_\_\_\_\_  
 Kimberly Jardin, Secretary

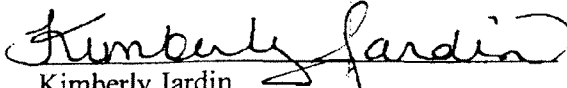
The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true of his own knowledge.

Executed at Auburn, California, on July 8, 2004.

  
 \_\_\_\_\_  
 Randall E. Reynoso

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true of her own knowledge.

Executed at Orange, California, on July 1, 2004.

  
 \_\_\_\_\_  
 Kimberly Jardin

