

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
New American Capital, Inc.		10/23/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Mercer Acquisition LLC
Street Address:	c/o Washngton Mutual Bank, 1301 2nd Avenue
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98101
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	3039432	TIMCOR EXCHANGE CORPORATION 1031

**CORRESPONDENCE DATA**

Fax Number: (206)359-9000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2063598000  
 Email: pctrademarks@perkinscoie.com  
 Correspondent Name: Matthew D. Schneller  
 Address Line 1: Perkins Coie LLP, 1201 3rd Avenue,  
 Address Line 2: Suite 4800  
 Address Line 4: Seattle, WASHINGTON 98101-3099

ATTORNEY DOCKET NUMBER:	53008-4000.0027.US001
NAME OF SUBMITTER:	Matthew D. Schneller
Signature:	/Matthew D. Schneller/

CH \$40.00 3039432

Date:

12/19/2007

**Total Attachments: 10**

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STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

**Filing Acknowledgement**

October 30, 2007

<b>Job Number</b>	<b>Limited Liability Company Number</b>	
C20071030-1994	E0735632007-4	
<b>Filing Description</b>	<b>Document Filing Number</b>	<b>Date/Time of Filing</b>
Merge In	20070739269-45	October 30, 2007 01:10:23 PM
<b>Limited Liability Company Name</b>	<b>Resident Agent</b>	
MERCER ACQUISITION LLC	CSC SERVICES OF NEVADA, INC.	

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

TRADEMARK  
REEL: 003681 FRAME: 0762



**ROSS MILLER**  
 Secretary of State  
 204 North Carson Street, Ste 1  
 Carson City, Nevada 89701-4299  
 (775) 684 6708  
 Website: secretaryofstate.biz

Filed in the office of <i>[Signature]</i>	Document Number <b>20070739269-45</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>10/30/2007 1:10 PM</b>
	Entity Number <b>E0735632007-4</b>

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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(Pursuant to Nevada Revised Statutes Chapter 92A)  
 (excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

New American Capital, Inc.

Name of merging entity

Delaware

Jurisdiction

Corporation

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

Mercer Acquisition LLC

Name of surviving entity

Nevada

Jurisdiction

Limited Liability Company

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

**Filing Fee: \$350.00**

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger Page 1 2007  
 Revised on: 01/01/07



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) (Choose one)

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger Page 2 2007  
 Revised on: 01/01/07



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**Articles of Merger**  
 (PURSUANT TO NRS-92A.200)  
**Page 3**

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(b) The plan was approved by the required consent of the owners of:

New American Capital, Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Mercer Acquisition LLC

Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger Page 3 2007  
 Revised on: 01/01/07



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 4**

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.180):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State AM Merger Page 4 2007  
 Revised on: 01/01/07



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

None.

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)\*\*:

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger Page 5 2007  
 Revised on: 01/01/07





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**Articles of Merger**  
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 Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\* (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

New American Capital, Inc.  
 Name of merging entity  
 X *Susan Taylor* First Vice President 10-23-07  
 Signature Susan R. Taylor Title Date

Name of merging entity  
 X Signature Title Date

Name of merging entity  
 X Signature Title Date

Name of merging entity  
 X Signature Title Date

Marcus Acquisition LLC by Washington Mutual Bank, its Manager  
 Name of merging entity  
 X *Fay L. Chapman* Senior Executive Vice President 10-23-07  
 Signature Fay L. Chapman Title Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger Page 6 2007  
 Revised on: 01/01/07

## PLAN OF MERGER

This Plan of Merger is made by and between New American Capital, Inc., a Delaware corporation ("NACI") and Mercer Acquisition LLC, a Nevada limited liability company (the "Interim Company"), in connection with the transactions described in an Agreement for Merger dated October 23, 2007 (the "Merger Agreement"), by and among NACI, the Interim Company and Washington Mutual Bank ("WMB"). Capitalized terms not otherwise defined herein shall have the meaning given them in the Merger Agreement. This Plan of Merger is intended to constitute a "Plan of Reorganization" as that term is used in Sections 354 and 361 of the Internal Revenue Code of 1986, as amended (the "Code"). Further, the merger of NACI into the Interim Company contemplated by the Merger Agreement and this Plan of Merger is intended to constitute a "Reorganization" as that term is used in Section 368 of the Code.

As of the date hereof, NACI has authorized capital stock of 1,000,000 shares of common stock, \$0.10 par value per share (the "NACI Common Stock") and 800,000 shares of preferred stock, \$0.10 par value per share. As of the date hereof, 2,173.10277 shares of NACI Common Stock and no shares of preferred stock are issued and outstanding. All of the NACI Common Stock is owned by Washington Mutual, Inc. ("WMI").

As of the date hereof, all of the limited liability company interests of the Interim Company are owned by WMB. The Interim Company does not have any authorized or outstanding shares of common or preferred stock.

The boards of directors of NACI and the sole member and the manager of Interim Association have approved this Plan of Merger (the "Plan of Merger") under which NACI shall be merged with and into the Interim Company.

NACI and the Interim Company hereby agree as follows:

1. **Merger.** At and on the Effective Time of the Merger, NACI shall be merged with and into the Interim Company in accordance with the terms hereof. The Interim Company shall be the surviving entity.
2. **Effective Time.** The effective time ("Effective Time") of this Merger shall be at such time specified in the articles of merger filed with the Secretary of the State of Nevada and the certificate of merger filed with the Secretary of the State of Delaware.
3. **Name.** The name of the surviving institution shall continue to be "Mercer Acquisition LLC".
4. **Manager and Principal Officers.** The manager and the principal officers of the Interim Company immediately prior to the Effective Time shall continue to serve as manager and principal officers of the surviving institution immediately after the Effective Time.

5. Terms and Conditions of Merger. At the Effective Time of the Merger:

(a) Interim Company Membership Interest. The limited liability company interests of the Interim Company outstanding immediately prior to the Effective Time shall at the Effective Time remain outstanding without alteration.

(b) NACI Common Stock. Each share of NACI Common Stock issued and outstanding immediately prior to the Effective Time shall at the Effective Time, by virtue of the Merger and without any action on the part of the holder, be converted into and exchanged for the number of newly and validly issued, fully paid and nonassessable shares of common stock of WMB obtained by dividing 331,386 by 2,173.10277. WMB has agreed to issue such shares of its common stock described in the previous sentence pursuant to the Merger Agreement.

After the Effective Time, WMB shall continue to own all of the limited liability company interests of the Interim Company.

6. Operating Agreement. At and after the Effective Time, the operating agreement of the Interim Company as in effect immediately prior to the Effective Time shall continue to be the operating agreement of the surviving entity until amended in accordance with law.

7. Rights and Duties of the Surviving Entity.

At the Effective Time, NACI shall be merged with and into the Interim Company. The Interim Company shall be the surviving entity. The Interim Company, as the surviving entity, shall be deemed to be a continuation of each of NACI and the Interim Company. All assets, rights, privileges, powers, franchises and property (including, without limitation, real, personal and mixed, tangible and intangible, choses in action, rights and credits) of NACI and the Interim Company, or which inure to either of them, shall automatically vest in the surviving institution at the Effective Time by operation of law without any deed or other document of transfer. The surviving entity, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including, without limitation, appointments, powers, designations, nominations and all other rights and interests as agent or other fiduciary in the same manner and to the same extent as such rights, franchises and interests and powers were held or enjoyed by NACI and the Interim Company, respectively. The surviving institution shall be responsible for all the liabilities of every kind and description of both NACI and the Interim Company immediately prior to the Effective Time, including liabilities for all debts, obligations and contracts of NACI and the Interim Company, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books or accounts or records of either NACI or the Interim Company. All rights of creditors and other obligees and all liens on

property of either NACI or the Interim Company shall be preserved and shall not be released or impaired.

8. Execution. This Plan of Merger may be executed in any number of counterparts each of which shall be deemed an original and all of such counterparts shall constitute one and the same instrument.

Dated as of October 23, 2007.

NEW AMERICAN CAPITAL, INC.

By Susan Taylor  
Name: Susan Taylor  
Title: First Vice President and Secretary

MERCER ACQUISITION LLC

By Andrea Radosevich  
Name: Andrea Radosevich  
Title: Secretary