

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM332820

| | |
|------------------------------|--------------|
| SUBMISSION TYPE: | RESUBMISSION |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 01/01/2015 |
| RESUBMIT DOCUMENT ID: | 900315282 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|-----------------------------|
| First Citizens Bank and Trust Company, Inc. | | 12/30/2014 | CORPORATION: SOUTH CAROLINA |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | First-Citizens Bank & Trust Company |
| Street Address: | 4300 Six Forks Road |
| City: | Raleigh |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 27609 |
| Entity Type: | CORPORATION: NORTH CAROLINA |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|-----------------------------|---------|--------------|
| Registration Number: | 2955338 | WE'RE ON IT. |

CORRESPONDENCE DATA

Fax Number: 2526725477
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 252-672-5471
Email: trademarks@wardandsmith.com
Correspondent Name: Angela P. Doughty
Address Line 1: 1001 College Court
Address Line 4: New Bern, NORTH CAROLINA 28562

| | |
|--------------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 730098-12443 |
| NAME OF SUBMITTER: | Angela P. Doughty |
| SIGNATURE: | /apd/ |
| DATE SIGNED: | 02/20/2015 |

Total Attachments: 11

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CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

STATE OF SOUTH CAROLINA
SECRETARY OF STAT.

DEC 30 2014

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

ARTICLES OF MERGER
Corporation
Filing Fee - \$110.00

141230-0028 FILED: 12/30/2014
FIRST CITIZENS BANK AND TRUST COMPANY, INC.
Filing Fee: \$0.00 ORIG
Mark Hammond South Carolina Secretary of State

141230-0029 FILED: 12/30/2014
FIRST-CITIZENS BANK & TRUST COMPANY
Filing Fee: \$110.00 ORIG
Mark Hammond South Carolina Secretary of State

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to S.C. Code of Laws §33-11-105, the undersigned as the surviving corporation in a merger, hereby submits the following information:

1. The name of the surviving corporation is First-Citizens Bank & Trust Company
2. Attached hereto and made a part hereof is a copy of the Plan of Merger (see S.C. Code of Laws, Title 33, Ch. 11). Duplicate copies of the Plan of Merger must be attached in order for this form to be filed.
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction.
 - (a) Name of the corporation First Citizens Bank and Trust Company, Inc.
Complete either (1) or (2), whichever is applicable.
 - (1) Shareholder approval of the merger was not required (See S.C. Code of Laws §33-11-103(h)).
 - (2) The Plan of Merger was duly approved by shareholders of the corporation as follows:

| Voting Group | Number of Outstanding Shares | Number of Votes Entitled to be Cast | Number of Votes Represented at the meeting | Total Number of Votes Cast For AND Against* |
|--------------|------------------------------|-------------------------------------|--|---|
| Common | 923,023 | 923,023 | 923,023 | 923,023 - 0 - |

***NOTE:** Pursuant to S.C. Code of Laws §33-11-105(a)(3)(ii), the corporation can alternatively state the total number of undisputed votes cast for the Plan of Merger separately by each voting group with a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.

- (b) Name of the corporation First-Citizens Bank & Trust Company
Complete either (1) or (2), whichever is applicable.
 - (1) Shareholder approval of the merger was not required (See S.C. Code of Laws §33-11-103(h)).
 - (2) The Plan of Merger was duly approved by shareholders of the corporation as follows:

| Voting Group | Number of Outstanding Shares | Number of Votes Entitled to be Cast | Number of Votes Represented at the meeting | Total Number of Votes Cast For AND Against* |
|--------------|------------------------------|-------------------------------------|--|---|
| | | | | |


***NOTE:** Pursuant to S.C. Code of Laws §33-11-105(a)(3)(ii), the corporation can alternatively state the total number of undisputed votes cast for the Plan of Merger separately by each voting group with a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See S.C. Code of Laws §33-1-230(b)):

12:01 a.m. on January 1, 2015

Date: December 30, 2014

First-Citizens Bank & Trust Company
Name of the Surviving Corporation

 Chief Operating Officer
Signature and Office

Edward L. Willingham, IV
Chief Operating Officer
Type or Print Name and Office

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement") is made effective the 10th day of June, 2014 by and between **FIRST-CITIZENS BANK & TRUST COMPANY** ("North Bank"), a North Carolina bank, and **FIRST CITIZENS BANK AND TRUST COMPANY, INC.** ("South Bank"), a South Carolina bank.

W I T N E S S E T H:

WHEREAS, First Citizens BancShares, Inc. ("North") is the holding company of North Bank, and First Citizens Bancorporation, Inc. ("South") is the holding company of South Bank;

WHEREAS, North and South are parties to that certain Agreement and Plan of Merger dated as of the date hereof (the "Holding Company Merger Agreement"), pursuant to which it is contemplated that South shall merge with and into North (the "Holding Company Merger");

WHEREAS, upon consummation of the Holding Company Merger, North Bank and South Bank will be wholly-owned subsidiaries of North; and

WHEREAS, the parties desire to merge South Bank with and into North Bank immediately after, and subject to, the consummation of the Holding Company Merger.

NOW, THEREFORE, in consideration of the foregoing and the provisions set forth below, the parties hereto agree as follows:

1. Subject to Section 2 hereof, South Bank shall merge with and into North Bank (the "Merger").

2. The Merger is subject to (a) the prior consummation of the Holding Company Merger by the filing and effectiveness of a certificate of merger related thereto with the office of the Delaware Secretary of State and articles of merger related thereto with the office of the South Carolina Secretary of State, and (b) the parties' obtaining all required regulatory and other approvals required to effect the Merger. Upon the termination of the Holding Company Merger Agreement, the Merger shall be deemed abandoned and this Agreement shall terminate and have no further force or effect.

3. After the Merger, North Bank shall be the surviving corporation and shall continue to have the name "First-Citizens Bank & Trust Company."

4. The Merger shall be effected pursuant to the terms and conditions of this Agreement. Subject to Section 2 hereof, the Merger shall be effective upon the filing of the articles of merger with the North Carolina Secretary of State and the South Carolina Secretary of State, or at such later time as set forth in such articles of merger, provided that the Merger shall become effective after the Holding Company Merger (the "Effective Time"). At the Effective

Time, the corporate existence of South Bank shall cease, and the corporate existence of North Bank shall continue. The Merger shall have the effects set forth in Section 55-11-06 of the North Carolina Business Corporation Act, as amended, and Section 33-11-106 of the South Carolina Business Corporation Act of 1988, as amended.

5. At the Effective Time, the outstanding shares of the corporations participating in the Merger shall be converted and exchanged as follows:

A. North Bank: The outstanding shares of North Bank capital stock shall not be converted, exchanged or altered in any manner as a result of the Merger and shall remain outstanding as shares of North Bank.

B. South Bank: Each outstanding share of South Bank capital stock shall be canceled as a result of the Merger.

6. The Articles of Incorporation and Bylaws of North Bank are not amended under this Agreement.

7. This Agreement shall be governed and construed in accordance with the laws of the State of North Carolina, without regard to conflicts of law, except that (a) the Merger shall also be governed by the laws of the State of South Carolina, as applicable, and (b) matters relating to the fiduciary duties of the Board of Directors of South Bank, dissenters' rights and similar or related internal affairs matters shall be subject to the laws of the State of South Carolina, as applicable.

8. Any number of counterparts of this Agreement may be signed and delivered, each of which shall be considered an original and which together shall constitute one agreement.

[Signature Page Follows]

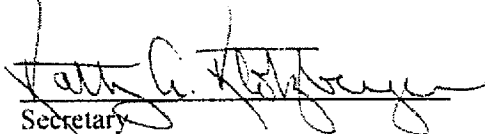
[Signature Page to Agreement and Plan of Merger]

IN WITNESS WHEREOF, this Agreement has been executed and sealed by the parties hereto, all as of the date first written above.



[CORPORATE SEAL]

ATTEST:


Secretary

FIRST-CITIZENS BANK & TRUST
COMPANY

By: 
Edward L. Willingham, IV
President

FIRST CITIZENS BANK AND TRUST
COMPANY, INC.

By: _____
Jim B. Apple
Chairman and Chief Executive Officer

[CORPORATE SEAL]

ATTEST:

Secretary

[Signature Page to Agreement and Plan of Merger]

IN WITNESS WHEREOF, this Agreement has been executed and sealed by the parties hereto, all as of the date first written above.


**FIRST-CITIZENS BANK & TRUST
COMPANY**

By: _____
Edward L. Willingham, IV
President

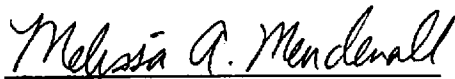
[CORPORATE SEAL]
ATTEST:

Secretary

**FIRST CITIZENS BANK AND TRUST
COMPANY, INC.**

By: 
Jim B. Apple
Chairman and Chief Executive Officer

[CORPORATE SEAL]
ATTEST:


Secretary





Louie A. Jacobs
Commissioner of Banking

STATE OF SOUTH CAROLINA
Office of Commissioner of Banking
1205 Pendleton Street, Suite 305
Columbia, South Carolina 29201

(803) 734-2001
Fax (803) 734-2013

December 22, 2014

Mr. George S. King, Jr.
Haynesworth, Sinkler, Boyd, PA
1201 Main Street, 22nd Floor
Columbia, SC 29201-3232

Dear Mr. King,

First Citizens BancShares, Inc., Raleigh, North Carolina, has received all necessary approvals of the South Carolina State Board of Financial Institutions to acquire First Citizens Bancorporation, Inc., Columbia, South Carolina. This includes the merger of First Citizens Bank and Trust Company, Inc., Columbia, South Carolina, into First-Citizens Bank & Trust Company, Raleigh, North Carolina.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louie A. Jacobs", with a long horizontal flourish extending to the right.

Louie A. Jacobs

LAJ:jrh