

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM392959

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Capital Bank, National Association		11/17/2015	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Capital Bank Corporation		
Street Address:	333 Fayetteville Street		
City:	Raleigh		
State/Country:	NORTH CAROLINA		
Postal Code:	27601		
Entity Type:	North Carolina-chartered commercial bank: NORTH CAROLINA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3898782	CB CAPITAL BANK	
Registration Number:	3898781	CB	
CORRESPONDENCE DATA			
Fax Number:			
<i>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.</i>			
Phone:	919-828-0564		
Email:	trademarks@parkerpoe.com		
Correspondent Name:	William S. Fultz		
Address Line 1:	Parker Poe Adams & Bernstein LLP		
Address Line 2:	301 Fayetteville Street, Suite 1400		
Address Line 4:	Raleigh, NORTH CAROLINA 27601		
NAME OF SUBMITTER:	William S. Fultz		
SIGNATURE:	/wsf/		
DATE SIGNED:	07/28/2016		
Total Attachments: 8			
source=CapitalBankCorporation#page1.tif			
source=CapitalBankCorporation#page2.tif			
source=CapitalBankCorporation#page3.tif			

OP \$65.00 3898782

source=CapitalBankCorporation#page4.tif
source=CapitalBankCorporation#page5.tif
source=CapitalBankCorporation#page6.tif
source=CapitalBankCorporation#page7.tif
source=CapitalBankCorporation#page8.tif



State of North Carolina

OFFICE OF THE COMMISSIONER OF BANKS

PAT MCCRORY
GOVERNOR

RAY GRACE
COMMISSIONER OF BANKS

November 17, 2015

Electronic Delivery and FedEx

Christopher Marshall
Chief Financial Officer
Capital Bank Corporation
4725 Piedmont Row Drive, Suite 110
Charlotte, North Carolina 28210

Re: Charter Conversion; Capital Bank Corporation, Raleigh, North Carolina

Dear Mr. Marshall:

By Order of the Commissioner of Banks, a copy of which is enclosed, the charter conversion application of Capital Bank National Association, Coral Gables, Florida, to convert from a federally-chartered national bank to a North Carolina-chartered commercial bank, to be known as Capital Bank Corporation, is hereby approved. The approval is effective immediately.

A charter certificate is enclosed as well as a copy of the North Carolina General Statutes ("NCGS") for your reference and can be accessed from the agency's website at www.nccob.gov. The NC Administrative Code can be accessed from our website as well.

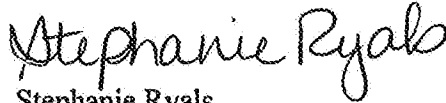
We encourage your Board of Directors to attend *Directors' College* presented by this agency in cooperation with the Federal Deposit Insurance Corporation. Directors' College is held annually through two sessions. Attendance is limited. We would also like to invite you to the Fall 2015 Updates and Emerging Issues for Bank Directors presented in conjunction with North Carolina State University's Poole College of Management-Enterprise Risk Management Initiative. For questions regarding either event, please contact Director of Regulatory Training Melanie Ford at (919) 715-6312 or mford@nccob.gov.

LOCATION: 316 W. EDENSTON STREET, RALEIGH, NC 27603
MAILING ADDRESS: 4309 MAIL SERVICE CENTER, RALEIGH, NC 27699-4309
(919) 733-3016 • FAX (919) 733-6918 • INTERNET: WWW.NCCOB.GOV
AN EQUAL OPPORTUNITY/AFFIRMATIVE ACTION EMPLOYER

TRADEMARK
REEL: 005843 FRAME: 0795

We wish you every success in serving the needs of your communities and operating as a North Carolina-chartered commercial bank. If you have any questions, please contact me at (919) 733-9662 or sryals@nccob.gov.

Sincerely,



Stephanie Ryals
Director of Bank Supervision

Enclosure(s)

cc: Mr. Michael J. Dean, Regional Director, Federal Deposit Insurance Corporation
Mr. Toney M. Bland, Senior Deputy Comptroller, Office of the Comptroller of the Currency
Mr. Adam Drimer, Assistant Vice President, Federal Reserve Bank of Richmond

**ORDER OF THE COMMISSIONER OF BANKS
WAKE COUNTY, NORTH CAROLINA
DOCKET NUMBER 15:141:B**

There have come before the Commissioner of Banks the following:

RESTATED ARTICLES OF INCORPORATION AND APPLICATION BY CAPITAL BANK, NATIONAL ASSOCIATION, CORAL GABLES, MIAMI-DADE COUNTY, FLORIDA, FOR AUTHORITY TO CONVERT FROM A FEDERALLY-CHARTERED NATIONAL BANK TO A NORTH CAROLINA STATE-CHARTERED COMMERCIAL BANK.

There have come before the Commissioner of Banks ("Commissioner") an Application and restated Articles of Incorporation of Capital Bank, National Association ("Applicant"), Coral Gables, Miami-Dade County, Florida, for authority to convert from a federally-chartered national bank to a North Carolina-chartered commercial bank, to be known as Capital Bank Corporation, Raleigh, Wake County, North Carolina, pursuant to N.C.G.S. § 53C-7-301.

This Application was filed on November 9, 2015.

Based upon an examination of the Application and supporting materials, review of the most recent reports of examination prepared by the Office of Comptroller of the Currency, an onsite review of corporate governance, financial and organizational structuring information, written policies, and discussions with Applicant's management, the Commissioner of Banks hereby makes the following:

FINDINGS OF FACT

1. Applicant, a federally-chartered national bank operates from its current main office in Coral Gables, Miami-Dade County, Florida, and 152 branch offices located in Florida, North Carolina, South Carolina, Tennessee, and Virginia. Applicant is under the supervisory jurisdiction of the Office of the Comptroller of the Currency and its deposits are insured by the Federal Deposit Insurance Corporation ("FDIC"). As of September 30, 2015, Applicant held total assets of \$7.3 billion, total deposits of \$5.6 billion, and equity capital of \$1.0 billion. Applicant is profitable, well-capitalized, financially sound, and satisfactorily managed.

2. Applicant is a wholly-owned subsidiary of Capital Bank Financial Corporation ("CBFC"), a bank holding company located in Coral Gables, Miami-Dade County, Florida.

Charter Conversion; Capital Bank, National Association to a State-Chartered Commercial Bank

3. Applicant has filed a certified copy of the corporate resolution adopted by its Board of Directors on October 30, 2015, by which the Board approved the conversion and authorized and directed management to perform such actions as are necessary to accomplish the conversion of Applicant to a North Carolina-chartered commercial bank. The business plan of the bank will remain essentially unchanged following the conversion. There are no plans to increase or decrease capital in connection with the proposed conversion.

4. Applicant has submitted a plan of conversion by which the charter conversion is to be effected. According to this plan, and at the effective time, the restated Articles of Incorporation will be filed with the Secretary of State, the outstanding shares of Applicant's common stock will remain outstanding, and Applicant will become a North Carolina-chartered commercial bank.

5. Upon conversion to a North Carolina-chartered commercial bank, Applicant will operate under restated Articles of Incorporation and Bylaws, and will be subject to regulation and examination by the Commissioner and the FDIC. Deposits of the bank will remain insured by the FDIC.

6. No change to the Applicant's Board of Directors or executive management is contemplated with the conversion. Examination of all records and information available pertaining to this Application, indicates the current Board of Directors and executive management are qualified by character, competency, and experience to control and operate the Applicant in a legal and proper manner. The interests of the Applicant's customers, creditors, and shareholders will not be materially and adversely affected by the proposed conversion.

7. On the basis of an examination of the Application and supporting information and all facts available to this office, the Commissioner finds that Applicant has satisfied the requirements of N.C.G.S. § 53C-7-301 for conversion from a federally-chartered national bank to a North Carolina-chartered commercial bank.

Based on the foregoing Findings of Fact, the Commissioner makes the following:

CONCLUSIONS OF LAW

1. Pursuant to N.C.G.S. § 53C-7-301, *et. seq.*, Applicant may lawfully convert from a federally-chartered national bank to a North Carolina-chartered commercial bank, to be known as Capital Bank Corporation, subject to the conditions enumerated in this Order.

APPROVAL

NOW, THEREFORE, based on the foregoing, I, Ray Grace, Commissioner of Banks, hereby approve the application by Capital Bank, National Association, Coral Gables, Miami-Dade County, Florida, for authority to convert from a federally-chartered national bank to a North Carolina-chartered commercial bank, pursuant to N.C.G.S. § 53C-7-301, *et. seq.* and to operate in all the locations currently authorized for Applicant.

This approval is subject to and conditioned upon the following:

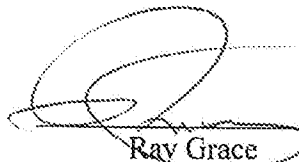
1. That Applicant obtain all such other approvals of this transaction as may be required by any other supervisory agency of competent jurisdiction.
2. That Applicant's Plan of Conversion, and the conditions of conversion enumerated herein, be approved and adopted by the Board of Directors of Applicant and the Board of Directors of Applicant's parent company, CBFC, prior to conversion to a North Carolina-chartered commercial bank, such approval to be evidenced to the Commissioner by a certified excerpt of the proceedings whereby such approval is given.
3. That, upon conversion, Capital Bank's Tier 1 Leverage and Total Risk-Based Capital ratios shall not be appreciably less than Applicant's Tier 1 Leverage and Total Risk-Based Capital ratios as reflected in the conversion application and supporting materials.
4. That, prior to the conversion taking effect, the Commissioner shall certify and the Applicant shall have filed with the North Carolina Secretary of State, satisfactory restated Articles of Incorporation to effect the conversion.

Charter Conversion: Capital Bank, National Association, to a State-Chartered Commercial Bank

5. That, concurrent with the conversion, Applicant's main office will relocate to 333 Fayetteville Street, Raleigh, Wake County, North Carolina.
6. That the conversion be completed not later than six months following the date of approval, unless the Commissioner shall grant prior written approval for an extension.
7. That, until such time as the conversion is effected, the Commissioner shall have authority to modify, suspend, or rescind this approval should any interim development be deemed to warrant such action.

This approval shall become effective upon written affirmation by the Commissioner of Banks that the conditions of approval hereinabove written have been satisfied.

This the 13th day of November, 2015.



Ray Grace
Commissioner of Banks

No. 1859

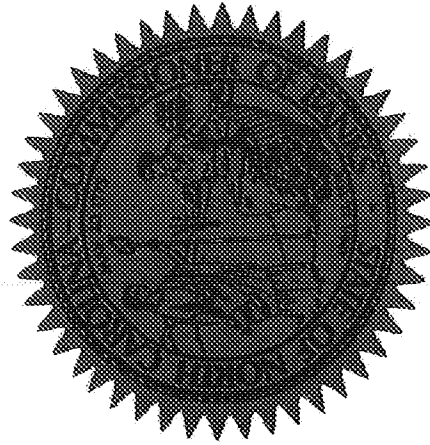
State of North Carolina

Commissioner of Banks

This is to certify that Capital Bank Corporation, of Raleigh, North Carolina, having filed its Articles of Incorporation in the Office of the Commissioner of Banks, and having otherwise complied with the law, is hereby authorized to begin business on 11/17/2015 at:

333 Fayetteville Street
Raleigh, NC 27601

Witness my signature and official seal this 11/24/2015



Commissioner of Banks

TRADEMARK

REEL: 005843 FRAME: 0801

