

01-27-1999



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
01021998

Name EUREKABANK

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other A FEDERAL SAVINGS BANK
- Citizenship/State of Incorporation/Organization UNITED STATES

Receiving Party

Mark if additional names of receiving parties attached

Name BAY VIEW BANK

DBA/AKA/TA

Composed of

Address (line 1) 1840 GATEWAY DRIVE

Address (line 2)

Address (line 3) SAN MATEO

CA

94044

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Other A FEDERALLY CHARTERED BANK

Citizenship/State of Incorporation/Organization UNITED STATES

01/27/1999 TTOM11 00000138 080630 1565023

FOR OFFICE USE ONLY

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01 FC:481  
02 FC:482 40.00 CH  
50.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1565023"/>	<input type="text" value="1652592"/>	<input type="text" value="1707176"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

LAURA L. HAUCK, ESQ.

JAN 25, 1999

Name of Person Signing

Signature

Date Signed

Office of Thrift Supervision  
Department of the Treasury

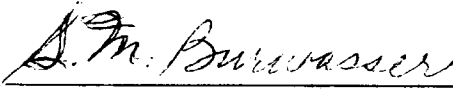


*I certify that annexed hereto are true copies of documents described below made from records of the Office of Thrift Supervision, Department of the Treasury, successor to the Federal Home Loan Bank Board. Said records are in the official custody of the Regional Records Branch, and are maintained in its offices at San Francisco, California.*

Documents evidencing the merger of EurekaBank, A Federal Savings Bank (San Mateo, CA) into Bay View Bank (San Mateo, CA):

- 09/12/97 letter from N. Dyer, Assistant Regional Director, Office of Thrift Supervision, to R. Garabedian, Esq., Silver, Freedman & Taff; approval of H-(e)3, two (2) pages;
- 12/31/97 letter from R. Knecht, Applications Analyst, Office of Thrift Supervision, to N. Washington, Corporate Secretary, Office of Thrift Supervision; compliance of merger pre-conditions, one (1) page;
- 01/02/98 "Articles of Combination" of Bay View Bank and EurekaBank, four (4) pages; and,
- 01/09/98 letter from Silver, Freedman & Taff to N. Dyer, Assistant Regional Director, Office of Thrift Supervision; consummation of merger as of 01/02/98, two (2) pages.

*Signed in San Francisco, California, and the Seal of the Office of Thrift Supervision affixed, this 21<sup>st</sup> day of \_\_\_\_\_ October, 1998*



Suzanne M. Burwasser  
Regional Records Manager



Office of Thrift Supervision  
Department of the Treasury

P.O. Box 7165, San Francisco, CA 94120 • Telephone: (415) 616-1500 • Fax: (415) 616-1752

OTS No. H-1387  
File Code 50.60  
NATS R5-1997-0298  
X-File: 07354 & 08494

West Region

September 12, 1997

Richard S. Garabedian, Esq.  
Silver, Freedman & Taff  
1100 New York Avenue, N.W.  
Washington, D.C. 20005-3934

Re: Application H-(e)3 of Bay View Capital Corporation, San Mateo, California, to acquire America First Eureka Holdings, Inc. and its insured subsidiary, EurekaBank, A Federal Savings Bank, San Mateo, California

Dear Mr. Garabedian:

This is in regard to the holding company application that you filed on behalf of Bay View Capital Corporation ("BVCC"), the savings and loan holding company for Bay View Bank, San Mateo, California, on Office of Thrift Supervision ("OTS") form H-(e)3. BVCC proposes to: (1) acquire all of the issued and outstanding shares of America First Eureka Holdings, Inc. ("America First"), and its wholly owned savings bank subsidiary, EurekaBank, A Federal Savings Bank, San Mateo, California ("EurekaBank"); (2) merge America First into BVCC; and, (3) merge EurekaBank into Bay View Bank. The application was filed with OTS pursuant to 12 C.F.R. §§ 552.2-2, 552.13, 563.22 and 574.3, and section 10(e) of the Home Owners' Loan Act, 12 U.S.C. § 1467a(e).

The OTS has determined that the proposed acquisition and mergers would comply with all applicable statutory and regulatory standards and criteria. Accordingly, the Application H-(e)3 is hereby approved, subject to compliance with the following conditions:

**Pre-Consummation Condition**

1. On the business day immediately prior to the date of consummation of the proposed acquisition, the chief financial officers of BVCC, Bay View Bank, America First and EurekaBank shall certify in writing to the Assistant Regional Director that no material adverse events or material adverse changes have occurred with respect to the financial condition or operations of their respective companies subsequent to the date of the financial statements submitted with the application;

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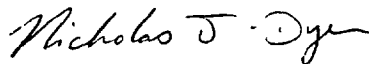
**Other Conditions**

2. The proposed acquisition shall be consummated no earlier than 15 days or later than 120 calendar days from the date of this letter, unless this period is extended by the OTS for good cause;
3. No later than 30 calendar days after consummation of the proposed acquisition, Bay View Bank shall advise, in writing, all depositors whose accounts will exceed \$100,000 as a result of the acquisition, of the effect of the transaction on their insurance coverage;
4. BVCC and America First will obtain all required regulatory and shareholder approvals prior to consummation of the proposed acquisition, with copies of all such approvals provided to the Assistant Regional Director; and,
5. BVCC shall file with the Assistant Regional Director a certification by legal counsel stating the effective date of the acquisition and that the acquisition was consummated in accordance with applicable laws and regulations, the application, and the conditions specified in this letter.

With the exception of the Pre-Consummation Condition, the compliance materials should be provided within five business days of the effective date of the acquisition. For our mutual convenience, please send the evidence of compliance to the attention of Applications Unit in San Francisco and reference the application number, R5-1997-0298, which we have assigned the application. Please also inform us of the total amount of assets of Eureka Bank at the time of the merger, and confirm the amount of deposits actually acquired in this transaction.

If there are any questions, please feel free to call me.

Sincerely,



Nicholas J. Dyer  
Assistant Regional Director

bcc:  L. C. DeGracia

F. D. Floyd

R. J. Knecht 

P. D. Marshall

E. W. McManus

cc: U. S. Department of Justice, Antitrust Division  
Robert J. Flax, Esq., Bay View Bank  
Stephen T. McLin, America First Eureka Holdings, Inc.  
Donald L. Pfeiffer, FDIC

H 1387  
5060



**Office of Thrift Supervision**  
Department of the Treasury

*West Region*

Pacific Telesis Tower, One Montgomery Street, Suite 400, San Francisco, CA 94104-4533  
P.O. Box 7165, San Francisco, CA 94120-7165 • Telephone: (415) 616-1500 • Fax: (415) 616-1752

December 31, 1997

Ms. Nadine Y. Washington  
Corporate Secretary  
Office of Thrift Supervision  
1700 G Street, N.W.  
Washington, D.C. 20552

Re: Merger of Eureka Bank, Federal Savings  
Bank into Bay View Bank

Dear Ms. Washington:

This is to confirm that the West Region of the Office of Thrift Supervision ("OTS") received satisfactory evidence of compliance with the pre-merger condition contained in the September 12, 1997 letter from OTS conditionally approving the H-(e)3 application of Bay View Capital Corporation to acquire of Eureka Bank, Federal Savings Bank, San Mateo, California, and its holding companies, and merge that institution into Bay View Bank, San Mateo, California.

If there are any questions, please call me at (415) 616-1659.

Sincerely,

Robert J. Knecht  
Applications Analyst

cc: Richard Garabedian - SILVER, FREEDMAN & TAFF, L.L.P.  
Robert Flax - Bay View Bank

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OTS/WEST

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**ARTICLES OF COMBINATION**

1. Attached hereto as Exhibit A is the Subsidiary Agreement and Plan of Merger, dated January 2, 1998, by and between Bay View Bank (the "Bank") and EurekaBank, A Federal Savings Bank ("Eureka"), which sets forth the plan of combination under which Eureka will merge into the Bank.

2. The number of outstanding shares of the Bank is one share of common stock.

3. The number of outstanding shares of Eureka is 5,000,000 shares of common stock.

4. The number of votes of the shareholder of the Bank cast for and against such combination is as follows:

For	1
Against	0


5. The number of votes of the shareholder of Eureka cast for and against such combination is as follows:

For	5,000,000
Against	0

OFFICIAL FILE COPY  
OTS/WEST

IN WITNESS WHEREOF, each party hereto has caused this instrument to be executed on its behalf by its President and Chief Executive Officer and Corporate Secretary as of the 2nd day of JANUARY, 1996.

**EUREKABANK, A FEDERAL SAVINGS BANK**

By:   
Byron A. Scordelis  
President and Chief Executive Officer

By:   
Grant A. Harmon  
Corporate Secretary

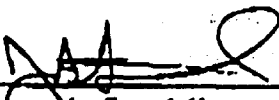
**BAY VIEW BANK**


By: \_\_\_\_\_  
Edward H. Sondker  
President and Chief Executive Officer

By: \_\_\_\_\_  
Robert J. Flax  
Executive Vice President, General Counsel and Secretary

The undersigned each hereby affirm under penalty of perjury that the statements contained in the foregoing Articles of Combination are true and correct.

**EUREKABANK, A FEDERAL SAVINGS BANK**

By:   
Byron A. Scordelis  
President and Chief Executive Officer

By:   
Grant A. Harmon  
Corporate Secretary

**BAY VIEW BANK**

By: \_\_\_\_\_  
Edward H. Sondker  
President and Chief Executive Officer

By: \_\_\_\_\_  
Robert J. Flax  
Executive Vice President, General Counsel and Secretary



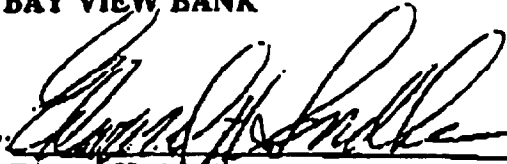
IN WITNESS WHEREOF, each party hereto has caused this instrument to be executed on its behalf by its President and Chief Executive Officer and Corporate Secretary as of the 2nd day of January, 1978.

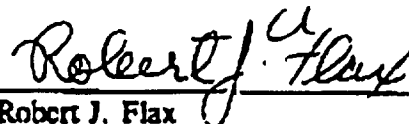
**EUREKABANK, A FEDERAL SAVINGS BANK**

By: \_\_\_\_\_  
Byron A. Scordelis  
President and Chief  
Executive Officer

By: \_\_\_\_\_  
Grant A. Harmon  
Corporate Secretary

**BAY VIEW BANK**

By:   
Edward H. Sondker  
President and Chief  
Executive Officer

By:   
Robert J. Flax  
Executive Vice President, General  
Counsel and Secretary

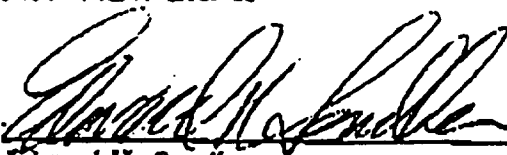
The undersigned each hereby affirm under penalty of perjury that the statements contained in the foregoing Articles of Combination are true and correct.

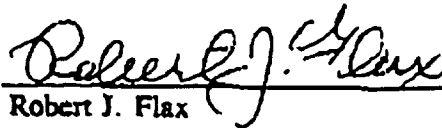
**EUREKARANK, A FEDERAL SAVINGS BANK**

By: \_\_\_\_\_  
Byron A. Scordelis  
President and Chief  
Executive Officer

By: \_\_\_\_\_  
Grant A. Harmon  
Corporate Secretary

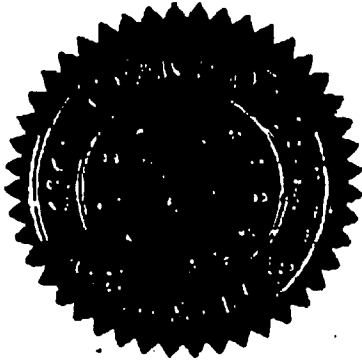
**BAY VIEW BANK**

By:   
Edward H. Sondker  
President and Chief  
Executive Officer

By:   
Robert J. Flax  
Executive Vice President, General  
Counsel and Secretary

The Articles of Combination are hereby endorsed pursuant to 12 C.F.R. Section 552.13(j) effective at the close of business of the Bank on January 2, 1998.

By: Nedine H. Washington  
Office of Thrift Supervision



Its: Corporate Secretary

LAW OFFICES  
**SILVER, FREEDMAN & TAFF, L.L.P.**  
A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

SIDNEY J. SILVER, P.C.  
ROBERT L. FREEDMAN, P.C.  
BARRY P. TAFF, P.C.  
HOWARD J. ROSS, P.C.  
JAMES S. FLEISCHER, P.C.  
JEFFREY M. WERTHAN, P.C.  
KIP A. WEISSMAN, P.C.  
MARTIN L. MEYROWITZ, P.C.  
RICHARD S. GARABEDIAN, P.C.  
RICHARD E. BYER, P.C.  
CHRISTOPHER R. KELLY, P.C.  
DAVE M. MUCHNIKOFF, P.C.  
STEVEN M. ABRAMSON, P.C.  
BRIAN L. ALPERT, P.C.  
GARY A. LAX, P.C.  
BETH A. FREEDMAN\*  
MICHAEL S. SADOW  
BRIAN S. TAFF  
CRAIG M. SCHEER

1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

(202) 414-6100

TELECOPIER NUMBER  
(202) 682-0354

OF COUNSEL  
DAVID B. MYATT, P.C.  
EARL L. METHENY, P.C.  
JOHN B. SELMAN\*  
JAMES W. LANCE\*  
NANCY M. STILES  
SHEILA FOOTER  
MARTIN J. O'RIORDAN\*

WRITER'S DIRECT DIAL NUMBER

January 9, 1998

\*NOT ADMITTED IN D.C.

Nicholas J. Dyer  
Assistant Regional Director  
Office of Thrift Supervision  
1 Montgomery Street, Suite 400  
San Francisco, California 94104

Re: Bay View Capital Corporation

Dear Mr. Dyer:

This firm has served as special counsel to Bay View Capital Corporation ("BVCC") and Bay View Bank (the "Bank") in connection with their acquisition (the "Acquisition") of America First Eureka Holdings, Inc. ("America First") and EurekaBank, A Federal Savings Bank ("Eureka").

BVCC's application to acquire America First and Eureka (the "Application") was approved by the Office of Thrift Supervision ("OTS"), by letter dated September 12, 1997 (the "Approval Letter"). Pursuant to Condition Number 5 of such Approval Letter, and subject to the assumptions, exceptions and qualifications set forth herein, we certify as follows:

1. the effective date of the Acquisition was January 2, 1998 (the "Effective Date"); and
2. the Acquisition was consummated in accordance with the provisions of all applicable laws and regulations, the Application and the conditions specified in the Approval Letter.

In giving the foregoing certification, we have examined the Application and its exhibits; the Approval Letter; the Agreement and Plan of Merger, dated May 8, 1997, by and among BVCC, America First, America First Financial Fund 1987-A Limited Partnership and America First Capital Associates Limited Partnership Five (collectively, "America First"); certificates of officers of BVCC, the Bank, America First and Eureka and such other documents that we have deemed relevant. We have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified or photostatic copies and nothing has come to our attention indicating that any of the documents, records, certificates or instruments were not authentic or that the

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Nicholas J. Dyer  
Assistant Regional Director  
January 8, 1998  
Page 2

statements of fact contained therein were not correct. In rendering this certification, we have relied as to all matters of material fact on certificates of, and representations by, responsible officers of BVCC, the Bank, America First and Eureka. We have also assumed that any condition of the Approval Letter required to be satisfied following the Effective Date has been or will be satisfied in accordance with the requirements of the Approval Letter.

This certification is provided solely for the benefit of the OTS and may not be relied upon by, nor may copies be delivered to, any other person without our prior written consent. This certification is based solely upon facts presented herein and is given as of the Effective Date. We assume no obligation to advise you of changes that may thereafter be brought to our attention.

Very truly yours,

*SILVER, FREEDMAN & TAFF, L.L.P.*

SILVER, FREEDMAN & TAFF, L.L.P.