

12.20.99

RECORDATION FORM COVER SHEET

TF 01-14-2000



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ATTY. DOCKET NO. 478/ (C)

RECEIVED
1999 DEC 20 AM 10:45
OPER/FINANCE

To the Honorable Commissioner of Patents and T

Final document or copy thereof.

1. Name of conveying part(ies)
NATIONS BANK, NATIONAL ASSOCIATION, CHARTER NUMBER 14448

2. Name and address of receiving party
Name: BANK OF AMERICA, NATIONAL ASSOCIATION CHARTER NUMBER 14448

Internal Address: Same as Street Address

Street Address: Bank of America Plaza

City/State/Zip: Charlotte, NC 28255

- Individual Association
 - General Partnership Limited Partnership
 - Corporation
 - Other limited liability company
- Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship
- Association National Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other -

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address attached? Yes No

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Effective Date July 5, 1999

4. Application Number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,878,486
1,920,748

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed

6. Total Number of applications and registrations involved: 2

Name: J. Scott Evans, Esq.
ADAMS LAW FIRM, P.A.
2180 Two First Union Center
301 S. Tryon St.
Charlotte, NC 28282

7. Total Fee (37 C.F.R. 3.41) \$65.00

Enclosed

Authorized to be charged to deposit for deficiencies

8. Deposit Account No. 01-0265

9. 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.

J. Scott Evans, Esq.
Name of Person Signing

[Signature]
Signature

12-16 99
Date

01/14/2000 DCOATES 00000047 1878486 Total number of pages including cover sheet, attachments, and document: 9

01 FC:481 40.00 OP
02 FC:482 25.00 OP

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, Box Assignments, Washington, D.C. 20231

on: December 16, 1999
Date of Signature: December 16, 1999

Signature: [Signature]

BANK OF AMERICA, NATIONAL ASSOCIATION

CERTIFICATE OF SECRETARY

I, ALLISON L. GILLIAM, Assistant Secretary of Bank of America, National Association, a duly organized national banking association (herein the "Association"), do hereby certify that:

1. Effective January 3, 1995, NationsBank of North Carolina, National Association merged into NationsBank of South Carolina, National Association, with the resulting bank title of NationsBank, National Association (Carolinas). Attached hereto is a true and correct copy of the official certification issued by the Office of the Comptroller of the Currency.

2. Effective September 29, 1995, NationsBank, National Association, Charter Number 1111, merged into NationsBank, National Association (Carolinas), Charter Number 14448 with the resulting bank title of NationsBank, National Association and Charter Number 14448. Attached hereto is a true and correct copy of the official certification issued by the Office of the Comptroller of the Currency.

3. Effective July 5, 1999, the title of NationsBank, National Association, Charter Number 14448, was changed to Bank of America, National Association. Attached hereto is a true and correct copy of the official certification issued by the Office of the Comptroller of the Currency.

4. Effective July 23, 1999, Bank of America, National Association, Charlotte, North Carolina, Charter Number 14448, was merged into and under the charter of Bank of America National Trust and Savings Association, San Francisco, California, Charter Number 13044, with the resulting bank title of Bank of America, National Association, Charlotte, North Carolina, Charter Number 13044. Attached hereto is a true and correct copy of the official certification issued by the Office of the Comptroller of the Currency.

IN WITNESS WHEREOF, I have hereupon set my hand and affixed the seal of said Association on this 12th day of November, 1999.



Allison L. Gilliam

Allison L. Gilliam
Assistant Secretary

TRADEMARK

REEL: 002009 FRAME: 0339



**Comptroller of the Currency
Administrator of National Banks**

**Multinational Banking
250 E Street, S.W.
Washington, D.C. 20219
(202) 474-4610**

December 30, 1994

**Mr. Mark E. Plotkin
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Post Office Box 7566
Washington, D.C. 20044-7566**

Dear Mr. Plotkin:

This is the official certification of the Office of the Comptroller of the Currency for NationsBank of South Carolina, National Association, Rock Hill, South Carolina, to relocate its head office from 222 East Main Street, Rock Hill, South Carolina, to 101 South Tryon, Charlotte, North Carolina, effective as of January 3, 1995.

This is also the official certification of the Office of the Comptroller of the Currency of the merger of NationsBank of North Carolina, National Association, charter number 13761, into NationsBank of South Carolina, National Association with the title NationsBank, National Association (Carolinas), and charter number 14448, effective as of January 3, 1995.

Finally, this letter constitutes the official authorization of the Office of the Comptroller of the Currency, effective January 3, 1995, for NationsBank, National Association (Carolinas) to establish Branch No. 95616A, to be known as the "East Main Street Branch," at 222 East Main Street, Rock Hill, South Carolina.

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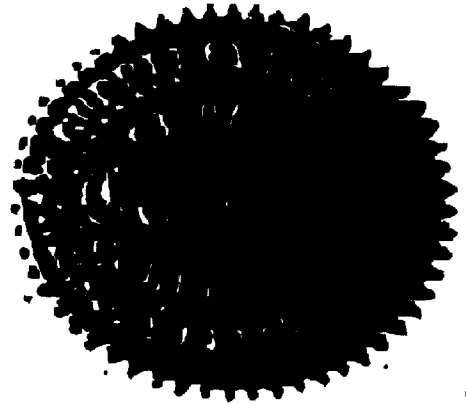
Branches of a national bank target are automatically carried over to the resulting bank and retain their current OCC branch numbers. Copies of this certificate should be provided to personnel responsible for branch administration.

Sincerely,



Richard T. Erb
Acting Deputy Comptroller

Change Number 14448
Application Control Number 94-ML-03-029



**Comptroller of the Currency
Administrator of National Banks**

**MultiNational Banking
250 E Street, S.W.
Washington, D.C. 20219
(202) 874-4510**

OCC Control Nr. 95-ML-02-010

October 6, 1995

**Mr. Mark E. Flotkin
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044-7365**

Dear Mr. Flotkin:

This letter is the official certification of the Office of the Comptroller of the Currency for the merger of NationsBank, National Association, Richmond, Virginia, Charter Nr. 1111 and under the charter of NationsBank, National Association (Carolina), Charlotte, North Carolina, Charter Nr. 14448 and with the resulting title of NationsBank, National Association, effective as of September 29, 1995.

This letter also serves as the official authorization of the Comptroller of the Currency for NationsBank, National Association, Charter Nr. 14448, to operate the former head office of the predecessor NationsBank, National Association, Charter Nr. 1111 as a branch at the following site:

**Popular Name : Richmond-Main
Certificate Nr. : 97855A
Address : 1111 East Main Street
Richmond, Virginia**

The individual branch certifications previously issued by the OCC to NationsBank, N.A., Charter Nr. 1111 now convey automatically to NationsBank, N.A., Charter Nr. 14448. A copy of this letter should be furnished to the Bank's branch administration personnel.

Under the authority of 12 C.F.R. 7.3100, approval is hereby granted to NationsBank, N.A., Charter Nr. 14448, for an aggregate investment in fixed assets of \$1,300,000,000.00. This approval is conditioned upon the application of generally accepted principles towards these investments.

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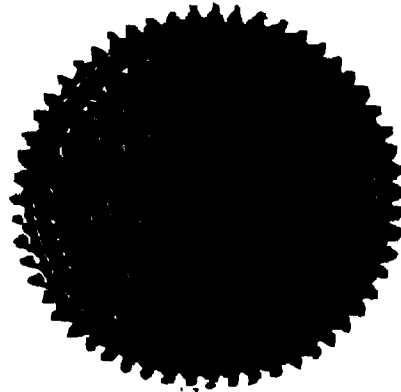
Merger of NationsBank, N.A. and NationsBank, N.A. (Carolina)

Page 1 of 2

This letter is also the official notification by the Office of the Comptroller of the Currency of the NationsBank, N.A., Charter No. 14448, increase in common stock outstanding from \$915,068,000 to \$1,635,996,000 effective as of September 29, 1995.

Sincerely,


Ralph E. Sharp
Deputy Comptroller



OCT 25 1995 11:50 AM
FEDERAL RESERVE BANK OF ATLANTA



**Comptroller of the Currency
Administrator of National Banks**

**Bank Organization and Structure, 3-3
250 E Street, S.W.
Washington, DC 20219**

June 8, 1999

**Mr. Scott A. Cummins
Assistant General Counsel
Legal Department
Bank of America Corporation
101 South Tryon Street/NC1-002-01
Charlotte, North Carolina 28255**

Dear Mr. Cummins:

This serves to acknowledge receipt of your June 1, 1999 letter forwarding a certification of the action taken by the sole shareholder of NationsBank, National Association, Charter Nr. 14448, Charlotte, North Carolina to change that Bank's title to "Bank of America, National Association", effective July 5, 1999.

I have reviewed the furnished certification and found it acceptable. We will therefore alter our records, on the desired effective date, to reflect the Bank's new title.

Sincerely,

**Richard T. Erb
Licensing Manager**



**Comptroller of the Currency
Administrator of National Banks**

**Bank Organization and Structure, 3-8
250 E Street, S.W.
Washington, DC 20219**

July 19, 1999

**Mr. Michael W. Briggs
Senior Counsel
Legal Department
Bank of America Corporation
NC1-002-29-01
101 South Tryon Street
Charlotte, North Carolina 28255**

Dear Mr. Briggs:

This letter is the official certification of the Office of the Comptroller of the Currency for the merger of Bank of America, National Association (formerly NationsBank, National Association), Charlotte, North Carolina, Charter Nr. 14448, into and under the charter of Bank of America, National Trust and Savings Association, San Francisco, California, Charter Nr. 13044, effective July 23, 1999. The resulting bank has selected Charlotte, North Carolina for its headquarters and adopted the title of Bank of America, National Association.

This letter also serves as the official authorization for the resulting Bank of America, National Association, Charlotte, North Carolina, Charter Nr. 13044, to operate its former San Francisco headquarters as a branch at the following location:

**Popular Name : San Francisco Main Banking Center
Certificate Nr. : 114783A
Address : 555 California Street
San Francisco, California**

Branch authorizations previously granted to Bank of America, National Association, Charter Nr. 14448, automatically convey to Bank of America, National Association, Charter Nr. 13044, and will not be reissued. Please furnish a copy of this certificate to personnel responsible for branch administration.

This letter is also the official certification by the Office of the Comptroller of the Currency of the increase in common stock outstanding by Bank of America, National Association, Charter Nr. 13044, from \$599,446,340.00 to \$3,755,891,840.00, effective as of July 23, 1999.

The authority to exercise fiduciary powers previously granted to Bank of America, N.T. & S.A., Charter Nr. 13044, remains unaffected by this merger.

**Bank of America, N.T. & S.A., San Francisco, CA/Bank of America, N.A., Charlotte, NC
Merger Certificate
Page 2 of 2**

The OCC also authorizes the resulting bank, since the merger will occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the merger, as adjusted for the combination. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. § 32.4(e) at the end of the quarter following consummation of the merger.

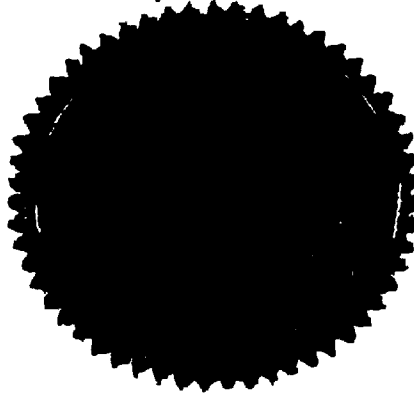
In the event of questions, please contact me at (202) 874-5060.

Sincerely,



Richard T. Erb
Licensing Manager

OCC Control No. 98-ML-02-045



*** TOTAL PAGE. 09 ***