

05-07-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Countrywide Credit Industries, Inc. 5-1-03
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Countrywide Financial Corporation Internal Address: Street Address: 4500 Park Granada City: Calabasas State: CA Zip: 91302
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: 11/7/02 (see Attachment I)

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Attachment II B. Trademark Registration No.(s) See Attachment II
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: John D. Guerry Internal Address: Mail Stop: CH-11 Street Address: 4500 Park Granada City: Calabasas State: CA Zip: 91302

6. Total number of applications and registrations involved: 28
7. Total fee (37 CFR 3.41) \$ 715.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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. John D. Guerry Signature Date 4/30/03

Total number of pages including cover sheet, attachments, and document: 6

05/06/2003 6TDM11 00000110 76421005

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:852 40.00 DP 02 FC:852 675.00 DP

TRADEMARK REEL: 002725 FRAME: 0850

Pending Registrations	
Serial Number	Word Mark
76421005	FASTER
76437295	LOANTELLIGENCE
76288511	COUNTRYWIDE NOTHIN' BUT NET LOAN
76451156	COUNTRYWIDE'S EASY WAY
76290374	COUNTRYWIDE BANK
76437296	COUNTRYWIDE FINANCIAL

Registered Trademarks		
Serial Number	Registration Number	Word Mark
76067488	2465677	COUNTRYWIDE'S NEW SOLUTIONS
76191038	2509997	WE MAKE OWNING THIS HOME AFFORDABLE
76106997	2583515	COUNTRYWIDE'S EASYMOVE LOAN
75881197	2530545	THE ONLINE LENDER THAT'S RIGHT IN YOUR NEIGHBORHOOD
75866177	2402103	HOMESAFE
75802511	2454658	CREDIT COMEBACK
75612324	2398591	E-APPROVE
75570988	2340296	FACILITANDO SUENOS
75564435	2303983	COUNTRYWIDE WHOLESALE BUSINESS CHANNEL
75564434	2292699	CWBC
75559584	2384023	DIRECTNET
75506434	2349390	BC LENDING GROUP
75450460	2249405	COUNTRYWIDE INVESTPLUS
75365810	2214310	HOMEPAY PLUS
75840905	2548060	COUNTRYWIDE EEASY RATE REDUCTION PLAN
74539794	1918326	COUNTRYWIDE
74539793	1918325	COUNTRYWIDE
74361157	1804767	
74207747	1744794	COUNTRYWIDE
73565291	1402484	
73565290	1432224	COUNTRYWIDE

Delaware

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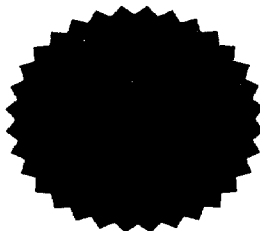
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CW MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "COUNTRYWIDE CREDIT INDUSTRIES, INC." UNDER THE NAME OF "COUNTRYWIDE FINANCIAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF NOVEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2076219

020686644

DATE: 11-07-02

TRADEMARK

REEL: 002725 FRAME: 0852

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CW MERGER CORP.
a Delaware corporation

INTO

COUNTRYWIDE CREDIT INDUSTRIES, INC.
a Delaware corporation

(Pursuant to Section 253 of the
Delaware General Corporation Law)

Countrywide Credit Industries, Inc., a Delaware corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that:

FIRST: The Corporation was incorporated on December 2, 1986 pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation is the owner of all of the issued and outstanding common shares of CW Merger Corp., a Delaware corporation incorporated on October 16, 2002, pursuant to the General Corporation Law of the State of Delaware.

THIRD: The Corporation hereby merges CW Merger Corp. into the Corporation.

FOURTH: In a Telephonic Meeting of the Board of Directors of the Corporation on October 23, 2002, the Board of Directors adopted the following recitals and resolutions to merge CW Merger Corp. into the Corporation:

WHEREAS, this Board of Directors has previously deemed it advisable and in the best interest of the Corporation to change its corporate name; and

WHEREAS, it is proposed that CW Merger Corp., a Delaware corporation and wholly owned subsidiary of the Corporation be merged into the Corporation, with the Corporation being the surviving entity for the purpose of effectuating the name change;

NOW THEREFORE, BE IT RESOLVED, That CW Merger Corp., a Delaware corporation ("CMC") merge and it hereby does merge into the Corporation pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "IRC"), with the Corporation being the surviving entity (the "Merger");

RESOLVED FURTHER, That the Merger be and it hereby is, approved and authorized;

RESOLVED FURTHER, That the Merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with the Delaware General Corporation Law (the "Effective Date");

RESOLVED FURTHER, That upon the Effective Date (i) the separate existence and corporate organization of CMC shall cease and the Corporation shall thereupon become the surviving corporation and shall continue its existence under Delaware law, (ii) the Corporation shall assume all of the obligations and liabilities of CMC, and (iii) the issued and outstanding shares of stock of CMC shall not be converted in any manner, but each said share of stock which is issued as of the Effective Date shall be surrendered and cancelled;

RESOLVED FURTHER, That upon the Effective Date, the name of the Corporation shall be changed to "Countrywide Financial Corporation" and ARTICLE FIRST of the Restated Certificate of Incorporation of the Corporation shall be amended to read as follows:

"FIRST: The name of the corporation is Countrywide Financial Corporation."

RESOLVED FURTHER, That, except for the foregoing amendment to ARTICLE FIRST, the Restated Certificate of Incorporation shall remain unchanged by the Merger and in full force and effect until further amended in accordance with the Delaware General Corporation Law;

RESOLVED FURTHER, That the distribution of the assets of CMC pursuant to the Merger shall constitute a plan of complete liquidation of CMC and shall in all particulars conform to the requirements of Sections 332 and 337 of the IRC;

RESOLVED FURTHER, That the officers of the Corporation be, and they hereby are, authorized, empowered and directed for and on behalf of the Corporation and in its name (i) to execute and file or cause to be filed with the Delaware Secretary of State a Certificate of Ownership and Merger evidencing the Merger pursuant to which the Corporation will change its name as described above, (ii) to cause to be filed certificates evidencing the Merger and change of name with such other states where the Corporation is qualified to do business as may require a filing evidencing the Merger or change of name, and (iii) to execute and file or cause to be filed any such other documents as may be required to evidence the Merger or change of name;

RESOLVED FURTHER, That all actions taken and documents executed by the officers or other authorized representative of the Corporation, or any person or persons designated and authorized to act by any of them, prior to the adoption of these resolutions in connection with the transactions described above, are hereby ratified, confirmed, approved and adopted in all respects; and

RESOLVED FURTHER, That the officers of the Corporation, and any of them, be, and each of them hereby is, authorized, empowered and directed to do or

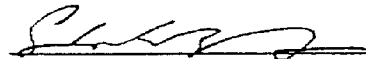
cause to be done all such acts or things and to sign and deliver, or cause to be signed and delivered all such further agreements, documents, instruments and certificates, required or permitted to be given or made in connection with the Merger and the change of name, in the name and on behalf of the Corporation or otherwise (including without limitation any written consents as the sole stockholder of CMC), as such officer or officers of the Corporation executing the same shall deem necessary, advisable or appropriate to carry out the purposes and intent of the foregoing resolutions with such changes, additions and modifications thereto and any supplements or amendments thereof, as such officers executing and/or delivering the same have approved, such approval to be conclusively evidenced by such officer's execution and delivery thereof and to perform the obligations of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this certificate

to be executed by its duly authorized officer this 7th day of November, 2002.

COUNTRYWIDE CREDIT INDUSTRIES, INC.
a Delaware corporation

By:



Sandor E. Samuels, Senior Managing Director,
Legal, General Counsel & Secretary