

FINANCE SECTION

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

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

1. Name of conveying party(ies):

Fortis (NL) N.V.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Limited liability company of Netherlands/Holland

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: December 15, 2001

2. Name and address of receiving party(ies)

Name: Fortis N.V.

Internal Address:

Street Address: 3584 BA Utrecht

City: Archimedeslaan 6, Netherlands/Holland

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Limited liability company of Netherlands/Holland

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) SEE ATTACHED SCHEDULE "A"

B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE "B"

Additional number(s) attached Yes No

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

Name: Martha Gayle Barber, Esq. Alston & Bird LLP Internal Address: Bank of America Plaza

Street Address: 101 S. Tryon Street, Suite 4000

City: Charlotte State: NC Zip: 28280-4000

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed, Authorized to be charged to deposit account If additional fees are needed

8. Deposit account number:

16-0605

DO NOT USE THIS SPACE

9. Signature.

Martha Gayle Barber Name of Person Signing

Signature

12-3-03 Date

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

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

12/09/2003 BY:RME 00000194 76258644 01 FC:8521 02 FC:8522 40.00 OP 150.00 OP

SCHEDULE "A"

<u>Mark</u>	<u>Application No.</u>	<u>Filed</u>
FORTIS BANK	76/258,644	5-17-2001
FORTIS BANK	76/344,640	12-4-2001

SCHEDULE "B"

<u>Mark</u>	<u>Registration No.</u>	<u>Registered</u>
FORTIS	1,902,973	7-4-1995
FORTIS	2,457,698	6-5-2001
SOLID PARTNERS, FLEXIBLE SOLUTIONS	2,492,959	9-25-2001
Miscellaneous Design	2,559,115	4-9-2002
FORTIS BENEFITS PRO PLAN	2,606,412	8-13-2002



CJG/170065

CERTIFICATE

I, Hajo Bart Hendrik Kraak, civil-law notary in Amsterdam, hereby certify:

- a deed of merger between:
 - a. the company with limited liability (*naamloze vennootschap*) **Fortis N.V.**, with official seat in Utrecht, having its office in 3584 BA Utrecht, Archimedeslaan 6 ('Fortis NV'); and
 - b. the company with limited liability (*naamloze vennootschap*) **Fortis (NL) N.V.**, with official seat in Utrecht, having its office in 3584 BA Utrecht, Archimedeslaan 6 ('Fortis (NL)');

was executed before H.B.H. Kraak, civil-law notary in Amsterdam, on 14 December 2001;

- on 15 December 2001 the legal merger, within the meaning of Chapters 1, 2 and 3 of Part 7, Book 2, Dutch Civil Code, between Fortis NV, being the acquiring company, and Fortis (NL), being the disappearing company, entered into full force and effect;
- due to this merger, on 15 December 2001, Fortis (NL) ceased to exist and Fortis NV acquired all Fortis (NL)'s assets and liabilities under universal succession of title (*algemene titel*), including all trademark registrations and applications of which Fortis (NL) was the owner or co-owner, as listed in the annex to this certificate.
- due to this merger, on 15 December 2001, the goodwill of the business in which the marks are used, along with the entire assets of the business to which the marks pertain, along with any applications and/or registrations therefor have been acquired by Fortis NV.

Signed in Amsterdam on 19 March 2002.

