

03-04-2003

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U.S. DEPARTMENT OF COMMERCE
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):
First Union National Bank

Individual(s) Citizenship: U.S.A.
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State-
 Other: National Banking Association

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other - Change of Name of Administrative Agent (holder of the security interest)

Execution Date: April 1, 2002

2. Name and Address of receiving party(ies):
Name: Wachovia Bank, National Association

Internal Address:
 Street Address: 301 South College Street, TW-5
 City: Charlotte State: North Carolina Zip: 28288-0537
 Country: USA

Individual(s) Citizenship: U.S.A.
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State
 Other: National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark registration No.(s)

NEWSOUTH COMMUNICATIONS
 Reg. No.: 2,444,333 Reg. Date: April 17, 2001
NEWSOUTH COMMUNICATIONS
 Reg. No.: 2,569,561 Reg. Date: May 14, 2002

Additional numbers attached? Yes No

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

Name: Dusan Clark
 Internal Address: Sidley Austin Brown & Wood LLP
 Street Address: 717 North Harwood St., Suite 3400
 City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 2

7. Recordal fee (37 CFR 3.41).....\$65.00
 Expedited fee\$120.00
 Total fee\$185.00

Enclosed
 Authorized to be charged to deposit account


8. Deposit account number: 18-1260

03/05/2003 TDIAZ1 00000055 181260 2444333

01 FC:8521 40.00 CH
 02 FC:8522 25.00 CH
 03 FC:8524 120.00 CH

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.



Dusan Clark
 Name of Person Signing

March 3, 2003
 Date

DR

Total number of Trademark Applications 4 (including cover sheet)

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

AFFIDAVIT OF MERGER

I, Beverly W. Jackson, duly appointed and acting Assistant Secretary of Wachovia Bank, National Association, do hereby certify the following:

1. Effective April 1, 2002, Wachovia Bank, National Association merged into and under the charter of First Union National Bank with the resulting title of Wachovia Bank, National Association as evidenced by a copy of the acknowledgement of the Office of the Comptroller of the Currency, Administrator of National Banks attached hereto as Exhibit "A".

This 11th day of February, 2003.

WACHOVIA BANK, NATIONAL ASSOCIATION

BY: Beverly W. Jackson
Beverly W. Jackson
Assistant Secretary

SWORN to before me this 11th day of February, 2003.

Galetta C. Stiles
Notary Public
My Commission Expires: 8/22/2007



Exhibit "A"

Comptroller of the Currency
Administrator of National Banks

Large Bank Licensing, MS 7-13
250 E Street, S.W.
Washington, DC 20219

April 1, 2002

OCC Control Nr. 2002-ML-02-0001

Ms. Courtney D. Allison
Assistant General Counsel
Legal Division
Wachovia Corporation
301 South College Street (NC0630)
Charlotte, North Carolina 28288-0630

Dear Ms. Allison:

This letter is the official certification of the Comptroller of the Currency (OCC) of the merger of Wachovia Bank, National Association, Winston-Salem, North Carolina, Charter Nr. 1559, into and under the charter of First Union National Bank, Charlotte, North Carolina, Charter Nr. 1 with the resulting title of Wachovia Bank, National Association and headquarters at Charlotte, North Carolina, effective April 1, 2002.

This letter is also the official authorization given to Wachovia Bank, N.A., Charter Nr. 1 (formerly First Union National Bank), to operate the former head office of Wachovia Bank, N.A., Charter Nr. 1559 as a branch at the following site:

Title : Downtown Winston-Salem Branch
Certificate Nr. : 122534A
Address : 100 North Main Street
Winston-Salem, North Carolina 27150

Branch authorizations previously granted to Wachovia Bank, N.A., Charter Nr. 1559, automatically convey to Wachovia Bank, N.A., Charter Nr. 1 (formerly First Union National Bank), the resulting bank, and will not be reissued. Please furnish a copy of this certificate to personnel responsible for branch administration.

Certification of Merger
First Union National Bank/Wachovia Bank, N.A.
Page 2 of 2

The OCC also authorizes the resulting bank, should the merger 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 consolidation, 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(a) at the end of the quarter following consummation of the consolidation.

In the event of questions, I may be contacted at (202) 874-5060 or by e-mail at:
largebanks@occ.treas.gov.

Sincerely,



Richard T. Erb
Licensing Manager

2002-ML-02-0001

