

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Congress Financial Corporation		12/20/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association
Street Address:	301 S. College Street, NC0630
Internal Address:	One Wachovia Center
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	National Banking Association: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	1656789	BENEFIT
Registration Number:	0736040	CARNIVAL
Registration Number:	0617479	COLORCAST
Registration Number:	1810705	CORDWAIN
Registration Number:	1631545	GROOVE
Registration Number:	0847874	KNIGHTKOTE
Registration Number:	0500202	KROMEKOTE
Registration Number:	0378900	KROMEKOTE
Registration Number:	1514557	KROMEKOTE 2000
Registration Number:	1334289	LYNNFIELD
Registration Number:	1571919	MYSTIQUE
Registration Number:	1520808	PAGEANTRY

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Registration Number: 2674078 SMART PAPERS

CORRESPONDENCE DATA

Fax Number: (713)615-5243

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 713-758-2757

Email: iptldocket@velaw.com

Correspondent Name: Devika Kornbacher

Address Line 1: 1001 Fannin St., Suite 2500

Address Line 2: Vinson & Elkins L.L.P.

Address Line 4: Houston, TEXAS 77002-6760

ATTORNEY DOCKET NUMBER: SMA828/1

NAME OF SUBMITTER: Jessica Greeney, Paralegal

Signature: /Jessica Greeney/

Date: 04/19/2007

Total Attachments: 4

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State of Delaware
Secretary of State
Division of Corporations
Delivered 05:12 PM 12/21/2004
FILED 05:13 PM 12/21/2004
SRV 040928456 - 2878120 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

of

CONGRESS FINANCIAL CORPORATION
(a Delaware Corporation and wholly owned subsidiary of
Wachovia Bank, National Association)

(referred to hereinafter as the "Merging Corporation")

into

WACHOVIA BANK, NATIONAL ASSOCIATION
(a National Banking Association)

(referred to hereinafter as the "Parent")

It is hereby certified that:

1. The Parent is a National Banking Association.
2. The Parent is the owner of all of the outstanding shares of common stock of the Merging Corporation, which is a business corporation of the State of Delaware.
3. The laws of the United States permit the merger of a national banking association with a business corporation of another jurisdiction.
4. The Effective Time of the merger shall be 11:58 p.m., Eastern Standard Time, on December 31, 2004.
5. The Parent may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Merging Corporation as well as for enforcement of any obligation of the Parent arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Wachovia Bank, National Association
One Wachovia Center
301 South College Street, NC0630
Charlotte, NC 28288
Attention: Joyce Camp

6. The following is a copy of the resolutions adopted on August 25, 2004 by the Board of Directors of the Parent to merge the said Merging Corporation into the Parent:

WHEREAS, Congress Financial Corporation ("CFC") is a direct, wholly-owned subsidiary of the Association; and

WHEREAS, the following corporations are direct wholly-owned subsidiaries of CFC:

- Congress Financial Corporation (Southwest) ("CFC SW")
- Congress Financial Corporation (Florida) ("CFC FL")
- Congress Financial Corporation (Southern) ("CFC South")

(CFC, CFC SW, CFC FL, and CFC South are collectively referred to as the "Congress Companies"); and

WHEREAS, management has determined that it is desirable and in the best interests of the Association to merge the Congress Companies as follows: (i) first, CFC SW, CFC FL, and CFC South will merge into CFC (the "Congress Subsidiary Merger"); and then immediately following the Congress Subsidiary Merger, (ii) CFC will merge into WBNA (the "CFC Merger"); and

WHEREAS, the CFC Merger requires the prior approval of the Office of the Comptroller of the Currency (the "OCC") and the Federal Deposit Insurance Corporation (the "FDIC");

NOW, THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Merger by and between the Association and CFC (the "Plan"), in the form attached hereto as Exhibit A, providing for the Merger be, the same is, hereby approved, ratified and confirmed, and the appropriate officers of the Association be, and the same are, hereby authorized to perform, or cause to be performed, the Plan subject to the approval of the sole shareholder of the Association; and

RESOLVED, FURTHER, that the appropriate officers of the Association be, and the same are, hereby authorized to submit the Plan to the sole shareholder of the Association for its consideration and approval in accordance with applicable law; and

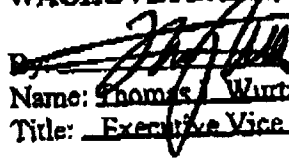
RESOLVED, FURTHER, that the appropriate officers of the Association be, and the same are, hereby authorized to take or cause to be taken such additional actions, and to execute and deliver or cause to be executed and delivered such applications to the OCC and the FDIC, and such agreements, notes, documents and instruments in the name and on behalf of the Association, including making such changes, additions or deletions to the Plan, as they may deem necessary or appropriate in order to carry out the purpose and intent of the foregoing resolutions; and

RESOLVED, FURTHER, that any and all other actions heretofore or hereafter taken, or caused to be taken, by the appropriate officers of the Association within the terms of the foregoing resolutions be, and the same hereby are, approved, ratified, and

confirmed.

IN WITNESS WHEREOF, the Parent has caused this certificate to be signed by an authorized officer, the 20 day of December, 2004.

WACHOVIA BANK NATIONAL ASSOCIATION

By: 
Name: Thomas Wurtz
Title: Executive Vice President

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