

FORM PTO-1594 (Rev. 6-93)

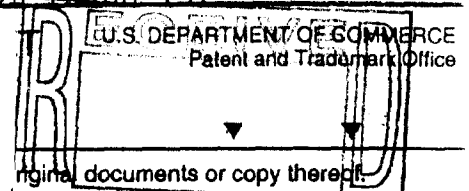
OMB No. 0651-0011 (exp. 4/94)

RECORD
TF

09-15-1999



101146397



Tab settings ▢ ▢ ▢ ▾ 9/14/99 ▾

To the Honorable Commissioner of Patents at

original documents or copy thereof

1. Name of conveying party(ies):

BankAmerica Corporation (DE)
NationsBank Corporation (DE)

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

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

3. Nature of conveyance:

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

Execution Date: September 30, 1998

2. Name and address of receiving party(ies)

Name: BankAmerica Corporation

Internal Address:

Street Address: 101 South Tryon Street

City: Charlotte State: NC ZIP: 28255

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE "A"

Additional numbers 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: P.O. Drawer 34009

Street Address: 1211 E. Morehead Street

City: Charlotte State: NC ZIP: 28234

09/16/1999 DNGUYEN 00000010 2097514

6. Total number of applications and registrations involved: 306

7. Total fee (37 CFR 3.41).....\$ 7665.00

Enclosed

Authorized to be charged to deposit account

If additional fees are needed please use:

8. Deposit account number:

16-0605

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481
02 FC:482

40.00 OP
7625.00 OP

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.

Martha Gayle Barber
Name of Person Signing

Martha Gayle Barber
Signature

Sept. 10, 1999
Date

Total number of pages including cover sheet, attachments, and document: 23

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

TRADEMARK
REEL: 001955 FRAME: 0364

SCHEDULE "A"

| <u>MARK</u> | <u>REGISTRATION NO.</u> | <u>ISSUED</u> |
|-----------------------------------------|--------------------------------|----------------------|
| 1 & Design | 2,097,514 | 9-16-97 |
| A B-OF-A COMMUNIQUE | 1,602,171 | 6-19-90 |
| ACCESS LOANS | 2,023,493 | 12-17-96 |
| ACCOUNT-BY-PHONE | 1,815,571 | 1-4-94 |
| ACCOUNTAMERICA | 2,171,994 | 7-7-98 |
| ACE & Design | 1,862,060 | 11-8-94 |
| ADVANTAGE BUSINESS CREDIT | 1,915,382 | 8-29-95 |
| ADVANTAGE PLUS | 1,488,787 | 5-17-88 |
| ALLPAY | 1,909,456 | 8-1-95 |
| ALPHA | 1,543,850 | 6-13-89 |
| APOLLO | 1,524,830 | 2-14-89 |
| ASB | 1,611,534 | 8-28-90 |
| ASB CAPITAL MANAGEMENT, INC. | 1,539,572 | 5-16-89 |
| ATM CASH & Design | 1,872,108 | 1-3-95 |
| AUTO-INVEST | 1,728,136 | 10-27-92 |
| AVS | 2,069,247 | 6-10-97 |
| B OF A | 847,761 | 4-16-68 |
| BAIMCO | 1,158,384 | 6-23-81 |
| BAMTRAC | 1,097,706 | 7-25-78 |
| BANCAMERICA | 2,134,374 | 2-3-98 |

| | | |
|-------------------------------------------------------------|------------------|-----------------|
| BANKING WITH A GLOBAL FORCE | 2,267,320 | 8-3-99 |
| BANK OF AMERICA NATIONAL TRUST & SAVINGS | 523,612 | 4-4-50 |
| BANK OF THE SOUTH | 1,237,647 | 5-10-83 |
| BANK ON THE LEADER | 1,294,929 | 9-11-84 |
| BANK ON THE LEADER & Design | 1,303,100 | 10-30-84 |
| BANKAMERICARD | 926,871 | 1-11-72 |
| BANKAMERICARD | 696,899 | 4-26-60 |
| BANKAMERICHOICE | 2,088,577 | 8-19-97 |
| BANKAMERILEASE | 1,157,565 | 6-9-81 |
| BANKAMERI LEASE & Design | 1,265,982 | 1-31-84 |
| BANKAMERI LEASE PLUS & Design | 1,160,287 | 7-7-81 |
| BANKAMERICAN | 1,204,486 | 8-10-82 |
| BANKAMERICARD | 845,618 | 3-5-68 |
| BANKAMERINET | 1,399,835 | 7-1-86 |
| BANKAMERISHARE | 1,227,769 | 2-15-83 |
| BANKAMERITAX | 1,570,241 | 12-5-89 |
| BANKER ON CALL | 2,000,458 | 9-10-96 |
| BANK SOUTH | 1,312,630 | 1-1-85 |
| BANKWINDOW | 1,478,989 | 3-1-88 |
| BARNETT | 1,644,601 | 5-14-91 |

| | | |
|------------------------------------------|------------------|-----------------|
| BARNETT & Design | 2,069,161 | 6-10-97 |
| BARNETT BANK | 1,334,689 | 5-7-85 |
| BARNETT CAPITAL ADVISORS. | 2,114,736 | 11-18-97 |
| BARNETT IS FLORIDA'S BANK | 1,348,510 | 7-9-85 |
| BASELINE CHECKING | 1,502,497 | 8-30-88 |
| BHELP | 2,253,731 | 6-15-99 |
| Bird in Flight Design | 1,378,631 | 1-14-86 |
| BOATMEN'S | 1,153,377 | 5-5-81 |
| BOATMEN'S HOMEQUITY | 1,343,249 | 6-18-85 |
| BOATMEN'S INVESTMENT SERVICES | 1,305,300 | 11-13-84 |
| BUILD YOUR OWN BANK | 2,146,457 | 3-24-98 |
| BUSINESS CONNECT | 1,903,004 | 7-4-95 |
| BUSINESS CONNECTION | 1,434,201 | 3-24-87 |
| BUSINESS MAXIMIZER | 2,145,173 | 3-17-98 |
| BUYER READY | 2,204,030 | 11-17-98 |
| BYOB | 2,149,476 | 4-7-98 |
| C & Design | 1,812,398 | 12-21-93 |
| CASH FLOW | 1,188,630 | 2-2-82 |
| CASH FLOW PLUS | 1,528,630 | 3-7-89 |
| CASHCOLLECT | 1,605,940 | 7-10-90 |
| CASH MAXIMIZER | 1,386,266 | 3-11-86 |
| CASHPAY | 1,605,941 | 7-10-90 |

| | | |
|-----------------------------------------------------|------------------|-----------------|
| CASINO CASH | 1,885,259 | 3-21-95 |
| CASINO CASH PLUS | 2,224,388 | 2-16-99 |
| CENTERRE | 1,209,997 | 9-21-82 |
| CENTRIC | 1,336,082 | 5-14-85 |
| CERCA DE TI | 2,053,525 | 4-15-97 |
| CHECK-UP BANKING | 2,051,218 | 4-8-97 |
| CHILD CARE PLUS | 1,628,600 | 12-18-90 |
| COMO TENER UN BANQUERO EN LA FAMILIA | 1,910,797 | 8-8-95 |
| COMPANY ADVANTAGE | 2,002,442 | 9-24-96 |
| CONFIRM | 1,155,037 | 5-19-81 |
| CONFIRMICRO | 1,426,036 | 1-20-87 |
| CONTINENTAL BANK | 1,818,167 | 1-25-94 |
| COOL CHECKING | 2,170,883 | 7-7-98 |
| COR | 1,316,102 | 1-22-85 |
| CORE | 1,944,863 | 1-2-96 |
| CORPORATE CALL | 2,263,049 | 7-20-99 |
| CREDIT LINE | 1,008,469 | 4-8-75 |
| CREDITQUICK & Design | 1,644,604 | 5-14-91 |
| CUSTOMLINE | 1,520,133 | 1-10-89 |
| CYNERGY | 1,384,653 | 2-25-86 |
| DAILY ADVANTAGE | 1,861,176 | 11-1-94 |
| DAILY CHOICE | 1,894,692 | 5-16-95 |

| | | |
|-------------------------------|------------------|-----------------|
| DELUXE BANKING | 1,049,206 | 9-28-76 |
| DOCUTRAC | 1,140,975 | 10-28-80 |
| Dome Design | 2,021,042 | 12-3-96 |
| EAGLES | 1,464,844 | 11-10-87 |
| EASY (Stylized) | 2,104,489 | 10-14-97 |
| EASY L/C | 2,025,124 | 12-24-96 |
| EASY MOVERS | 2,209,706 | 12-8-98 |
| EMPLOYEE ADVANTAGE | 1,665,225 | 11-19-91 |
| EQUITY ADVANCE | 2,034,945 | 2-4-97 |
| EQUITY ELECT | 1,996,650 | 8-27-96 |
| EQUITY MAXIMIZER | 1,580,487 | 1-30-90 |
| EQUITY XTRA | 1,996,651 | 8-27-96 |
| ERIN | 2,137,916 | 2-17-98 |
| EXPECT | 1,830,581 | 4-12-94 |
| EXPORTEDGE | 1,665,240 | 11-19-91 |
| EXTRA CHECKING | 1,232,165 | 3-22-83 |
| FAIR LENDING CHALLENGE | 2,259,890 | 7-6-99 |
| FAN CASH | 2,161,737 | 6-2-98 |
| FANCASH | 2,141,456 | 3-3-98 |
| FANTASTIC PLASTIC | 2,092,272 | 8-26-97 |
| FANTASTIC PLASTIC | 2,161,738 | 6-2-98 |
| FASTRADE | 1,996,499 | 8-27-96 |
| FEEL THE MILES | 2,211,918 | 12-15-98 |

| | | |
|----------------------------------------------|------------------|-----------------|
| FICS | 1,936,420 | 11-21-95 |
| FIRST LINE OF CREDIT | 1,986,621 | 7-16-96 |
| FLEXLOCK | 2,040,170 | 2-25-97 |
| FOR OUR CUSTOMERS | 1,819,913 | 2-8-94 |
| FRANK THE MOUSE | 2,081,268 | 7-22-97 |
| FUNDSWEEP | 1,906,775 | 7-18-95 |
| GLOBAL CHEQUE | 1,604,924 | 7-3-90 |
| Global Map Design | 1,398,829 | 6-24-86 |
| Global Map Design | 1,399,816 | 7-1-86 |
| Global Map Design | 1,162,185 | 7-21-81 |
| GREENING OUR NEIGHBORHOOD | 2,029,984 | 1-14-97 |
| GREENING OUR NEIGHBORHOOD | 2,029,985 | 1-14-97 |
| HATTERAS FUNDS | 2,080,572 | 7-22-97 |
| HEAR THE MILES | 2,211,917 | 12-15-98 |
| HOMEQUITY BOATMEN'S & Design | 1,359,647 | 9-10-85 |
| HOMETOWN HOPEFULS | 1,981,618 | 6-18-96 |
| Human & Computer Mouse Design | 2,114,721 | 11-18-97 |
| IDEAS FOR THE WAY YOU LIVE | 2,117,731 | 12-2-97 |
| IDEAS IN ACTION | 1,330,001 | 4-9-85 |
| IMAGE ONSITE | 2,122,209 | 12-16-97 |

| | | |
|-----------------------------|------------------|-----------------|
| IMPORTEDGE | 1,985,130 | 7-9-96 |
| INITIALINE | 1,174,535 | 10-20-81 |
| INTELLIBROKER | 2,062,259 | 5-13-97 |
| INTEREST MAXIMIZER | 1,699,385 | 7-7-92 |
| INVESTCREDIT | 1,973,490 | 5-7-96 |
| INVESTORS RESERVE | 1,634,344 | 2-5-91 |
| JAMMIN' HOOPS CAMP | 2,117,224 | 12-2-97 |
| LOOK TO THE LEADER | 1,293,245 | 9-4-84 |
| MERCATOR Map Design | 1,191,827 | 3-9-82 |
| MICROEXCHANGE | 1,647,268 | 6-11-91 |
| MICROSTAR | 1,293,246 | 9-4-84 |
| MICROTRADE | 1,458,814 | 9-22-87 |
| MICROWIRE | 1,337,189 | 5-21-85 |
| MICROWORLD | 1,312,602 | 1-1-85 |
| MIND YOUR MONEY | 1,998,781 | 9-3-96 |
| MIND YOUR MONEY | 2,261,113 | 7-13-99 |
| Miscellaneous Design | 1,213,467 | 10-19-8 |
| Blue Chip Design | 1,171,596 | 9-29-81 |
| MNC FINANCIAL | 1,463,081 | 10-27-87 |
| MODEL BANKING | 2,120,250 | 12-9-97 |
| MONEY-BY-MAIL | 1,376,724 | 12-31-85 |
| MONEYTALK | 1,747,416 | 1-19-93 |
| MORTGAGE ADVANTAGE | 1,620,374 | 10-30-90 |

| | | |
|---------------------------------------------------------|------------------|-----------------|
| MRA | 2,215,168 | 12-29-98 |
| NATIONS CREDIT | 1,870,786 | 12-27-94 |
| NATIONS FUND D.I.A.L. | 2,037,537 | 2-11-97 |
| NATIONS FUND DIRECT | 2,035,990 | 2-4-97 |
| NATIONS FUND PERSONAL INVESTMENT PLANNER | 2,041,032 | 2-25-97 |
| NATIONS FUND PORTFOLIO | 2,144,910 | 3-17-98 |
| NATIONS FUNDS & Design | 1,766,925 | 4-20-93 |
| NATIONS FUNDS FUNDAMENTAL MUTUAL INSIGHT | 2,169,841 | 6-30-98 |
| NATIONS' CARE | 2,103,701 | 10-7-97 |
| NATIONSBANC | 2,251,512 | 6-8-99 |
| NATIONSBANC INVESTMENTS | 2,159,578 | 5-19-98 |
| NATIONSBANC INVESTMENTS, INC. FOCUS | 2,181,856 | 8-18-98 |
| NATIONSBANK | 1,688,466 | 5-19-92 |
| NATIONSBANK | 2,199,561 | 10-27-98 |
| NATIONSBANK | 1,976,832 | 5-28-96 |
| NATIONSBANK ADVANTAGE | 2,006,839 | 10-8-96 |
| NATIONSBANK ADVANTAGE FOR SENIORS | 2,006,840 | 10-8-96 |
| NATIONSBANK AT WORK | 2,044,660 | 3-11-97 |

| | | |
|------------------------------------------------|------------------|----------------|
| NATIONSBANK BUSINESS CREDIT LINE | 2,082,301 | 7-22-97 |
| NATIONSBANK CASH CARD | 2,062,232 | 5-13-97 |
| NATIONSBANK CHECKCARD | 1,874,822 | 1-17-95 |
| NATIONSBANK CREDITLINES | 2,067,760 | 6-3-97 |
| NATIONSBANK CUSTOM SAVINGS | 2,053,154 | 4-15-97 |
| NATIONSBANK CUSTOMER CONNECTION | 2,157,158 | 5-12-98 |
| NATIONSBANK EQUITY BUILDER MORTGAGE | 1,996,096 | 8-20-96 |
| NATIONSBANK EQUITY CREDITLINE | 2,035,989 | 2-4-97 |
| NATIONSBANK EXPRESS ACCOUNT | 2,058,164 | 4-29-97 |
| NATIONSBANK GROUP BANKING | 2,056,043 | 4-22-97 |
| NATIONSBANK PERSONAL CREDITLINE | 2,051,210 | 4-8-97 |
| NATIONSBANK PREMIUM CREDITLINE | 2,030,745 | 1-14-97 |
| NATIONSBANK PRIVATE CLIENT GROUP | 2,142,904 | 3-10-98 |
| NATIONSBANK PRIVATE INVESTMENTS | 2,192,871 | 9-29-98 |
| NATIONSBANK SELECT | 1,922,429 | 9-26-95 |

| | | |
|---------------------------------------------------------------|------------------|-----------------|
| NATIONSBANK SENIOR ECONOMY CHECKING | 1,998,716 | 9-3-96 |
| NATIONSBANK STUDENT BANKING | 2,010,754 | 10-22-96 |
| NATIONSBANK TAXSMART PREMIUM CREDITLINE | 2,059,896 | 5-6-97 |
| NATIONSBANK TRUST SOLUTIONS PERSONAL PORTFOLIO | 2,154,259 | 4-28-98 |
| NATIONSCREDIT | 2,184,421 | 8-25-98 |
| NATIONSLINK | 2,087,713 | 8-12-97 |
| NATIONSSECURITIES | 2,107,526 | 10-21-97 |
| NATIONSSECURITIES PERSONAL INVESTMENT ACCOUNT | 1,921,156 | 9-19-95 |
| NCNB | 989,408 | 7-30-74 |
| NEIGHBORHOOD ADVANTAGE | 1,639,961 | 4-2-91 |
| NET 5 | 1,990,365 | 7-30-96 |
| NOW YOUR NEIGHBORHOOD IS OUR NEIGHBORHOOD | 1,997,604 | 8-27-96 |
| NUCREDIT | 2,014,800 | 11-12-96 |
| OMEGA VENTURES | 2,270,512 | 8-18-99 |
| ONE 1 CARD | 1,292,523 | 8-28-84 |
| OPEN TO NEW IDEAS SEVEN DAYS A WEEK | 2,065,370 | 5-27-97 |
| OPPORTUNITYLINE | 1,658,494 | 9-24-91 |
| OPTION TWENTY FOUR | 1,207,498 | 9-7-82 |

| | | |
|--------------------------------------------|------------------|-----------------|
| OPTION TWENTY-FOUR | 1,294,890 | 9-11-84 |
| OPTIONS PLUS | 1,886,282 | 3-28-95 |
| OARS | 1,652,599 | 7-30-91 |
| PAY AND CHECK Design | 2,129,867 | 1-20-98 |
| THE PAYMENT NETWORK | 1,382,654 | 2-11-86 |
| PAYONLY | 2,093,640 | 9-2-97 |
| PB PRIVATE BANKING & Design | 1,323,698 | 3-5-85 |
| PERKPAK | 1,901,909 | 6-27-95 |
| PHOTO CHECK | 1,417,423 | 11-18-86 |
| PLASTIC CHECK | 1,178,468 | 11-17-81 |
| PORTFOLIO EDGE | 2,071,108 | 6-17-97 |
| POWER IN MOTION | 2,173,089 | 7-14-98 |
| PREFERRED INVESTMENT ACCOUNT | 2,021,524 | 12-3-96 |
| PREFERRED OPTIONS | 1,924,078 | 10-3-95 |
| PREMIER FIRST | 2,129,897 | 1-20-98 |
| PREMIERLINE | 1,969,427 | 4-23-96 |
| PREMIUM OPTIONS | 1,924,079 | 10-3-95 |
| PRIMA | 1,702,618 | 7-21-92 |
| PRIVATE CHEQUE | 1,793,873 | 9-21-93 |
| PRIVATE RESERVE | 1,658,508 | 9-24-90 |
| PRIVATE RESOURCE | 1,893,335 | 5-9-95 |

| | | |
|---------------------------------------|------------------|-----------------|
| PRO BUSINESS BANKING | 2,124,510 | 12-23-97 |
| PUSH BUTTON BANKING | 2,151,292 | 4-14-98 |
| PUT THEIR FUTURE IN MOTION | 2,242,054 | 4-27-99 |
| PUT YOUR DREAMS IN MOTION | 2,243,728 | 5-4-99 |
| PUT YOUR FUTURE IN MOTION | 2,243,727 | 5-4-99 |
| PUT YOUR LIFE IN MOTION | 2,242,055 | 4-27-99 |
| QBD | 1,619,048 | 10-23-90 |
| QUICK BUSINESS DEPOSIT | 1,649,850 | 7-2-91 |
| QUICK LOOK | 1,702,624 | 7-21-92 |
| QUOTE BY PHONE | 2,146,816 | 3-24-98 |
| RAPIDPAY | 1,524,831 | 2-14-89 |
| RATE BUILDER CD | 1,534,641 | 4-11-89 |
| REALEASE | 1,935,929 | 11-14-95 |
| REELBOX | 2,086,554 | 8-5-97 |
| REPO PLUS | 1,850,867 | 8-23-94 |
| REWARD YOURSELF | 1,999,364 | 9-10-96 |
| RUNNING ON EMPTY | 2,070,869 | 6-10-97 |
| SAFEAMERICA | 1,368,092 | 10-29-85 |
| SAFEWIRE | 1,654,492 | 8-20-91 |
| S.W.I.F.T. | 2,073,757 | 6-24-97 |
| SEAFIRST | 1,591,289 | 4-10-90 |

| | | |
|--------------------------------------------------|------------------|-----------------|
| SEATTLE-FIRST NATIONAL BANK | 2,140,257 | 3-3-98 |
| SECUR-PAY | 1,227,777 | 2-15-83 |
| SECURITY PACIFIC | 1,628,014 | 12-18-90 |
| SECURITY PACIFIC | 1,305,305 | 11-13-84 |
| SELECTLINE | 1,103,202 | 9-26-78 |
| SELLING EDGE | 2,076,416 | 7-1-97 |
| SENIOR PARTNERS | 1,334,688 | 5-7-85 |
| SIMPLE ADVANTAGE | 2,135,065 | 2-3-98 |
| SMALL BUSINESS EASY LINK & Design | 2,096,535 | 9-16-97 |
| SMALL BUSINESS REPORTER | 1,132,689 | 4-8-80 |
| SMALL BUSINESS REPORTER & Design | 1,414,197 | 10-21-86 |
| SMART PORTFOLIO | 2,154,188 | 4-28-98 |
| SMELL THE MILES | 2,215,496 | 12-29-98 |
| SOVRAN | 1,319,830 | 2-12-85 |
| SOVRAN CREDIT CORPORATION | 1,319,828 | 2-12-85 |
| SOVRAN FINANCIAL CORPORATION | 1,313,858 | 1-8-85 |
| SP (Stylized) | 1,335,896 | 5-14-85 |
| Steamboat Design | 1,098,326 | 8-1-78 |
| STUDENT MAXIMIZER | 2,257,866 | 6-29-99 |
| SUNRISE STATEMENT | 2,052,365 | 4-15-97 |

| | | |
|------------------------------------------------------------|------------------|-----------------|
| SUPER CARD | 1,525,571 | 2-21-89 |
| SUPER FAST BANKING | 2,051,049 | 4-8-97 |
| SUPER TELLER | 1,551,245 | 8-8-89 |
| SUPERPAY | 1,894,693 | 5-16-95 |
| SURE CHOICE | 2,014,268 | 11-5-96 |
| SURELOCK | 2,021,403 | 12-3-96 |
| SURELOCK | 2,021,410 | 12-3-96 |
| SURE-THING CD | 1,663,640 | 11-5-91 |
| SUREReward | 2,046,531 | 3-18-97 |
| SWIFT NB & Frank the Mouse Design | 2,069,568 | 6-10-97 |
| SWIFTCHECK | 1,830,883 | 4-12-94 |
| TAKE OWNERSHIP | 2,172,321 | 7-14-98 |
| TASTE THE MILES | 2,211,916 | 12-15-98 |
| TAXSMART | 1,643,891 | 5-7-91 |
| THE CAPITOL MUTUAL FUNDS | 2,080,925 | 7-22-97 |
| THE CARD THAT REWARDS YOU FOR YOUR BUSINESS | 1,978,863 | 6-4-96 |
| THE CIRCULAR | 1,245,674 | 7-12-83 |
| THE COLLECTION NETWORK | 1,936,732 | 11-21-95 |
| THE FINANCIAL EDGE | 1,160,906 | 7-14-81 |
| THE MOST VALUABLE CARD IN YOUR WALLET | 1,452,505 | 8-11-87 |

| | | |
|----------------------------------------------|------------------|----------------|
| THE POWER TO MAKE A DIFFERENCE | 1,850,028 | 8-16-94 |
| TIME HORIZON FUNDS & Design | 2,128,260 | 1-13-98 |
| TIME SYSTEM | 2,156,442 | 5-12-98 |
| TIMESAVER SPACESAVER | 1,326,295 | 3-19-85 |
| TOUCHPAY | 1,896,477 | 5-30-95 |
| TOUCHTAX | 1,849,596 | 8-9-94 |
| TRADESTREET INVESTMENT ASSOCIATES | 2,045,122 | 3-11-97 |
| TRADEXPRESS | 1,361,058 | 9-17-85 |
| TREASURY 10 | 2,093,641 | 9-2-97 |
| TREASURY 3 | 1,892,741 | 5-2-95 |
| TREASURY 5 | 1,892,742 | 5-2-95 |
| TREASURY 7 | 1,889,436 | 4-11-95 |
| TRUSTAMERICA | 2,087,013 | 8-12-97 |
| V-SHAPED BANDS | 1,164,913 | 8-11-81 |
| VA CON AMERICA | 1,826,608 | 3-15-94 |
| VALUERATE | 1,961,851 | 3-12-96 |
| WANDA | 1,987,649 | 7-16-96 |
| WORKPERK | 2,035,304 | 2-4-97 |
| WORLD CARD | 1,408,880 | 9-9-86 |
| WORLD HORIZON | 1,963,554 | 3-19-96 |
| WORLDMONEY | 2,002,288 | 9-24-96 |

**WRITE YOUR OWN LOAN
KIT**

1,376,723

12-31-85

YOUR BANK FOR LIFE

1,947,978

1-16-96

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BANKAMERICA CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "NATIONSBANK CORPORATION" UNDER THE NAME OF
"BANKAMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998, AT
10:45 O'CLOCK A.M.



2927442 8100M

991298535

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9883187

DATE: 07-23-99

TRADEMARK
REEL: 001955 FRAME: 0381

CERTIFICATE OF MERGER

of

BANKAMERICA CORPORATION

with and into

NATIONSBANK CORPORATION

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, BankAmerica Corporation, a Delaware corporation, and NationsBank Corporation, a Delaware corporation,

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger herein certified (the "Merger") are as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|-------------------------|-------------------------------|
| BankAmerica Corporation | Delaware |
| NationsBank Corporation | Delaware |

SECOND: That an Agreement and Plan of Reorganization (the "Merger Agreement") between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the surviving corporation of the Merger is NationsBank Corporation, a Delaware corporation.

FOURTH: That the certificate of incorporation of NationsBank Corporation shall be the certificate of incorporation of the surviving corporation, except that Article 1 thereof shall be amended to read in its entirety as follows: "The name of the surviving corporation shall be BankAmerica Corporation."

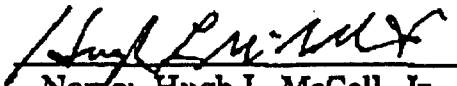
FIFTH: That the executed Merger Agreement is on file at an office of the surviving corporation. The address of this office is NationsBank Corporate Center, 100 N. Tryon St.; Charlotte, North Carolina 28255.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective at 4:30 p.m. on September 30, 1998.

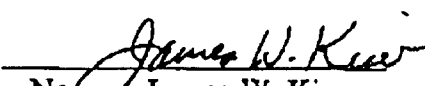
Dated: September 30, 1998

NationsBank Corporation

By: 

Name: Hugh L. McColl, Jr.
Title: Chairman and
Chief Executive Officer

ATTEST:

By: 

Name: James W. Kiser
Title: Secretary