Los Angeles, California 90057

58186

Under penalty of perjury:

CORPORATION GRANT DEED

Title Land Start Company of declarant or agent determining

WHEREAS, Unionamerica, Inc., a California corporation ("Unionamerica"), owns real property;

WHEREAS, Unionamerica desires to transfer all of its non-banking assets, including real property, to Unionamerica, Inc., a Delaware corporation ("New Unionamerica"), as part of a reorganization in order to comply with the Bank Holding Company Act of 1956, as amended; and

WHEREAS, Unionamerica holds title to its real property in various names or as a successor in interest to the original owner, which names or predecessors in interest include but are not necessarily limited to (a) Western Mortgage Corporation, (b) Western Mortgage Corporation, a division of Unionamerica, Inc., a California corporation, (e) Western Mortgage Corporation Division, Unionamerica, Inc., (d) Unionamerica, Inc., a California corporation, and (e) Unionamerica, Inc., Western Mortgage Corporation Division;

NOW, THEREFORE, the undersigned grantor declares:

Documentary transfer tax is not applicable by reason
of California Revenue and Tax Code Section 11923(d).

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, Western Mortgage Corporation, a division of Unionamerica, Inc., a corporation organized under the laws of the state of California, hereby grants to Western Mortgage Corporation, a division of Unionamerica, Inc., a Delaware

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corporation, all real property of the grantor wherever situated.

IN WITNESS WHEREOF, said corporation has caused its corporate name and seal to be affixed hereto and this instrument to be executed by its Assistant Secretary and Assistant Secretary thereunto duly authorized.

Dated and effective: December 31, 1973.

SEAL Affixed WESTERN MORTGAGE CORPORATION, a division of Unionamerica, Inc., a California corporation

By Sullism abrel

Assistant Secretary

STATE OF CALIFORNIA COUNTY OF LOS ANGELES

SS.

On December 31, 1973, before me, the undersigned, a Notary Public in and for said State, personally appeared K. J. Nuttall, known to me to be the Assistant Secretary, and G. William Abrell, known to me to be the Assistant Secretary of the corporation that executed the within Instrument, known to me to be the persons who executed the within Instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within Instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

CORDED AT THE REQUEST OF TITLE INSURANCE & TRUST CO.

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sok 47 of OFFICIAL RECORDS 1909: 187-188 RECORDS OF

EURERA COUNTY NAME OFFICIAL SEAL 4.00

FILE NO. GERALDINE A RENTZ

FILE NO. SEAL OFFICIAL SEAL 4.00

FILE NO. SEAL OFFICIAL SEAL 4.00

WY Commission Expires Nov. 29, 1977

Geraldine A. Rentz

Notary Public in and for said

County and State

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