

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

06-17-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

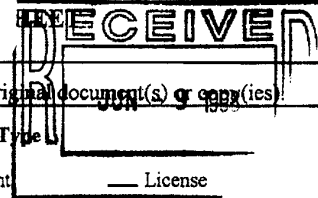
TRADEMARK

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

New
 Resubmission (Non-Recordation)
Document ID # _____
 Correction of PTO Error
Reel # _____ Frame # _____
 Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment
 Merger Effective Date
Month Day Year
 Change of Name April 28, 1998
 Other _____

Conveying Party

____ Mark if additional names of conveying parties attached

Name CoreStates Financial Corp Execution Date
Month Day Year
April 27, 1998
Formerly _____
 Individual General Partnership Limited Partnership Corporation Association
 Other _____
 Citizenship/State of Incorporation/Organization Pennsylvania

Receiving Party

____ Mark if additional names of receiving parties attached

Name First Union Corporation
DBA/AKA/TA _____
Composed of _____
Address (line 1) 301 South College Street
Address (line 2) Charlotte, North Carolina 28288-0630
Address (line 3) _____
 Individual General Partnership Limited Partnership Corporation
 Association
 Other _____
 Citizenship/State of Incorporation/Organization North Carolina

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FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

WA01A/185294.1

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____
Address (line 1) _____
Address (line 2) _____
Address (line 3) _____
Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 202-467-7441

Name Amy E. Carroll
Address (line 1) MORGAN, LEWIS & BOCKIUS LLP
Address (line 2) 1800 M Street, N.W., Attn: TMSU
Address (line 3) Washington, DC 20036

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

5

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property). **Mark if additional numbers are attached**

Trademark Application Number(s)

Registration Number(s)

1,693,504

Number of Properties Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment: Enclosed X

Deposit Account 13-4520

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X No _____

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. Charges to deposit account are authorized, as indicated herein.

Amy E. Carroll

Name of Person Signing

Amy E. Carroll

Signature

6/9/98

Date Signed

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

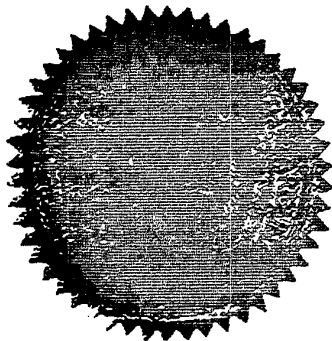
To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER
OF
CORESTATES FINANCIAL CORP.
INTO
FIRST UNION CORPORATION

the original of which was filed in this office on the 28th day of April, 1998.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 28th day of April, 1998.



Elaine F. Marshall

Secretary of State

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE

FILED
9:30 AM
APR 28 1998

ARTICLES OF MERGER

EFFECTIVE 12:01 PM
ELAINE F. MARSHALL
SECRETARY OF STATE

03110 27

First Union Corporation, a North Carolina corporation ("Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging (the "Merger") CoreStates Financial Corp., a Pennsylvania corporation (the "Merged Corporation"), with and into the Surviving Corporation:

1. Attached hereto as Exhibit 1 is a copy of the Agreement and Plan of Mergers relating to the Merger (the "Merger Agreement").
2. The attached Merger Agreement was duly approved and adopted in the manner prescribed by Chapter 55 of the General Statutes of North Carolina by the shareholders of the Surviving Corporation.
3. The attached Merger Agreement was duly adopted in the manner prescribed by the laws of the Commonwealth of Pennsylvania by the board of directors of the Merged Corporation. The Merger is permitted by the laws of the Commonwealth of Pennsylvania, the Merged Corporation has complied with such laws, and the Merger Agreement was approved by the stockholders of the Merged Corporation as required by such laws.
4. These Articles of Merger will be effective at 12:01 a.m. on April 28, 1998.

This 27th day of April, 1998.

FIRST UNION CORPORATION

BY: Robert L. Andersen
Robert L. Andersen
Senior Vice President

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4-27-98 3:25PM; 704 383 1340 =>
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ARTICLES OF MERGER
OF
CORESTATES FINANCIAL CORP
INTO
FIRST UNION CORPORATION
Pursuant to Section 1926 of the
Pennsylvania Business Corporation Law

APR 27 98

In accordance with the requirements of Section 1926 of the Pennsylvania Business Corporation Law, CORESTATES FINANCIAL CORP, a Pennsylvania corporation ("CoreStates") and FIRST UNION CORPORATION, a North Carolina corporation ("First Union"), hereby certify the following information relating to the merger of CoreStates with and into First Union (the "Merger"):

1. The surviving corporation in the Merger is FIRST UNION CORPORATION.
2. The surviving corporation is a qualified foreign business corporation and the location and post office address of its registered office in this Commonwealth is c/o The Prentice Hall Corporation System Inc., 319 Market Street, Harrisburg, Pennsylvania 17101.
3. The address of the registered office in this Commonwealth of CoreStates is N.E. Corner Broad and Chestnut Streets, Philadelphia Pennsylvania 19101.
4. The merger of CoreStates into First Union shall be effective at 12:01 a.m. on April 28, 1998.
5. The Agreement and Plan of Mergers, dated as of November 18, 1997 (the "Merger Agreement"), between CoreStates and First Union, setting forth the terms and conditions of the Merger, has been adopted by First Union in accordance with the provisions of Section 55-11-01 of the North Carolina Business Corporation Act and has been adopted by CoreStates in accordance with the provisions of Section 1924(a) of the Pennsylvania Business Corporation Law of 1988, as amended.
6. The Merger Agreement is set forth in full in Exhibit A hereto and made a part hereof.

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IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer thereof this 27th day of April, 1998.

CORESTATES FINANCIAL CORP

FIRST UNION CORPORATION

By: _____
Name:
Title:

By: Robert L. Andersen
Name: Robert L. Andersen
Title: Senior Vice President

Executed in Counterpart

FULNC: 46208

JUN 09 '98 15:41

TRADEMARK
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6. ~~The Merger Agreement is set forth in full in Exhibit A hereto and made a~~
~~part hereof.~~ CB13. A. 204

IN WITNESS WHEREOF, the undersigned corporations have caused these
Articles of Merger to be signed by a duly authorized officer thereof this 27th day of April,
1998.

CORESTATES FINANCIAL CORP

FIRST UNION CORPORATION

By: Lydia Hernandez Velaz
Name: Lydia Hernandez Velaz
Title: Corporate Secretary

By: _____
Name:
Title:

Executed in Counterpart