

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

12-21-1998



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

121098

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

12/16/1998 JWATKINS 00000174 75087742

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 275.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 1827 FRAME: 0892

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

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

#

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75087742"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1593452"/>	<input type="text" value="1651051"/>	<input type="text" value="2167953"/>
<input type="text" value="75088438"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1639926"/>	<input type="text" value="1777394"/>	<input type="text" value="2166181"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1641259"/>	<input type="text" value="2124211"/>	<input type="text" value="2064863"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes 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.

Maryellen Feehery, Esquire

Name of Person Signing

Maryellen Feehery
Signature

12/10/98
Date Signed

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

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment)

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 attached

Trademark Application Number(s)

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Registration Number(s)

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9755- 610

Microfilm Number _____

Filed with the Department of State on JUL 18 1997

Entity Number 2-110423

Secretary of the Commonwealth [Signature]

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is:

Pierce Leahy Corp.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) 631 Park Avenue King of Prussia PA 19406 Montgomery
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

010-14010001073100010000

JUL 18 97
PA Dept. of State

9755- 611

DSCB:15-1926 (Rev 90)-2

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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3. The name and the address of the registered office in this Commonwealth or the name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

____ The plan of merger shall be effective on the date of filing.

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation

Manner of adoption

Pierce Leashy Corp.

Unanimous Written Consent of Directors

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

010 LAW10001073100C100000

EXHIBIT A**PLAN OF MERGER**

1. **The Merger; Surviving Corporation:** At the Effective Time (as hereinafter defined), Pierce Leahy Corp., a New York corporation ("PLC"), shall be merged (the "Merger") with and into Pierce Leahy Inc., a Pennsylvania corporation (the "Company"), with the Company continuing its corporate existence and being the "Surviving Corporation." From and after the Merger, the corporate existence of PLC will terminate, all its rights, privileges and immunities shall be merged into the Company, and the Company shall, as the Surviving Corporation, be fully vested therewith.

2. **Articles of Incorporation; Amendment:** The Articles of Incorporation, as amended, of the Company as in effect immediately preceding the Effective Time shall be the Articles of Incorporation of the Surviving Corporation; provided however, that Article 1 of the Articles of Incorporation of the Surviving Corporation shall be amended and restated in its entirety as follows:

"The name of the Corporation is Pierce Leahy Corp."

3. **Bylaws:** The Amended and Restated Bylaws of the Company as in effect immediately preceding the Effective Time shall be the Bylaws of the Surviving Corporation.

4. **Officers and Directors:** The officers and directors of the Company shall be the initial officers and directors of the Surviving Corporation.

5. **Conversion of Shares:** As of the Effective Time, (a) each outstanding share of common stock of PLC shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid and non-assessable share of Common Stock of the Company and (b) each outstanding share of stock of the Company shall be cancelled.

6. **Effect of the Merger:** Upon the Effective Time:

(a) All of the property, real, personal and mixed, and franchises of each of the Company and PLC, and all debts due on whatever account to any of them, including subscriptions for shares and other choses in action, shall be deemed transferred to and vested in the Company, as the Surviving Corporation, without further action.

(b) The Company, as the Surviving Corporation, shall be responsible for all of the liabilities of the Company and PLC, liens upon the property of the Company shall not be impaired by the Merger and any claim existing or action or proceeding pending by or

against the Company or PLC may be prosecuted to judgment as if the Merger had not taken place or the Company, as the Surviving Corporation, may be proceeded against or substituted in its place.

7. **State Filings:** The proper officers of the Company and PLC shall make and execute the appropriate certificates or articles of merger, and such other documents, as are required by the Commonwealth of Pennsylvania and the State of New York, respectively, to effect the Merger, and to cause the same to be filed, in the manner provided by law, with the Secretary of State of the Commonwealth of Pennsylvania and the New York Department of State, respectively.

8. **Effective Time:** The Merger provided for by this Plan shall become effective (the "Effective Time") on the filing of this Plan.

9. **Modification; Abandonment of Merger:**

(a) Upon the authorization of the Boards of Directors of each of PLC and the Company, at any time prior to the Effective Time, notwithstanding approval of this Plan by the shareholders of either or both such corporations, this Plan may be modified and amended in any manner which may be necessary or appropriate to conform it to the requirements of the laws of the Commonwealth of Pennsylvania or the State of New York.

(b) This Plan may be terminated and abandoned by the mutual agreement of the Boards of Directors of PLC and the Company at any time prior to the Effective Time notwithstanding approval of this Plan by the shareholders of either or both of such corporations. In the event of such termination upon the mutual agreement of PLC and the Company, this Plan shall be void and have no effect, without any liability on the part of PLC or the Company or their respective shareholders, directors or officers.

PLC PLAN 10/10/98