

02-22-1999



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SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

ONLY

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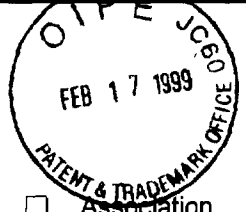
To the Honorable Commissioner of Patents and Trademarks, and the attached original documents or copy thereof.

2/17/99

1. Name of conveying party(ies):
NBD Bancorp, Inc.

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

Additional names(s) of conveying party(ies) Yes No



2. Name and address of receiving party(ies):

Name: First Chicago NBD Corporation
Internal Address: _____
Street Address: One First National Plaza
City: Chicago State: IL ZIP: 60670

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

If assignee is not domiciled in the United States, a domestic designation is Yes NO
(Designations must be a separate document from
Additional name(s) & address(es) Yes NO

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 1, 1995

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Additional numbers Yes No

B. Trademark Registration No.(s)

Please see attached sheet

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Donald N. Huff
Internal Address: Watson Cole Grindle & Watson, PLLC

Street Address: 1400 K Street, N.W.
Tenth Floor
City: Washington State: DC ZIP: 20005

6. Total number of applications and registrations involved:..... **25**

7. Total fee (37 CFR 3.41):.....\$ \$640.00

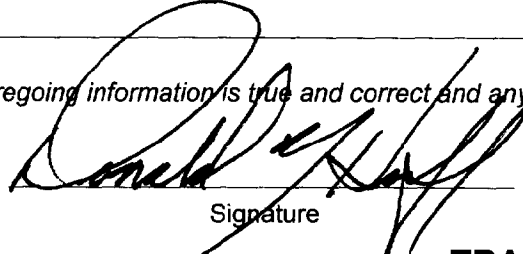
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-0575

02/18/1999 JSHADAZZ 00000258 0511068 DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 600.00 OP

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.

Donald N. Huff  February 17, 1999
Name of Person Signing Signature Date

NBD Bancorp, Inc.

TRADEMARK/SERVICE MARK	FEDERAL REGISTRATION NUMBER
1 ST (Design)	0,511,068
BANK-AT-WORK	0,920,370
NBD	0,926,037
CHECK GUARD	0,988,112
FIRST CHICAGO	1,152,644
CHICAGO'S BANK	1,158,348
CASHTRAC	1,318,507
FIRSTMANAGER	1,332,974
CASHNET	1,349,944
FIRSTCASH	1,375,020
FIRSTWINDOW	1,469,631
NETWORK ONE	1,470,031
NATIONWIDE LOCKBOX NETWORK DIRECTOR	1,519,177
AMBASSADOR (Design)	1,528,629
GAITIR	1,565,694
FIRSTCASH LINE	1,566,328
DATA MONITOR	1,664,379
EMPLOYEE FIRST	1,708,658
FINANCIAL WELLNESS	1,866,577
FIRST CHICAGO EQUITY CAPITAL	1,867,195
PRIORITIES	1,911,298
THE FIRST NATIONAL BANK OF CHICAGO	1,930,517
HOME-LINE (Design)	2,014,845
CYCLING SAFARI	2,056,572
RAPID REPLY	2,072,738

State of Delaware

Office of the Secretary of State

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:

"FIRST CHICAGO CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "NBD BANCORP, INC." UNDER THE NAME OF "FIRST CHICAGO NBD CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 1995, AT 1:45 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7727556

DATE:

11-29-95

TRADEMARK
REEL: 1856 FRAME: 0931

CERTIFICATE OF MERGER
OF
FIRST CHICAGO CORPORATION

INTO

NBD BANCORP, INC.

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
First Chicago Corporation	Delaware
NBD Bancorp, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated as of July 11, 1995, as amended, (the "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 subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is NBD Bancorp, Inc., amending its name to First Chicago NBD Corporation.

FOURTH: That the Restated Certificate of Incorporation of NBD Bancorp, Inc. shall be the certificate of incorporation of the surviving corporation, except that:

1. Article First is being amended to read as follows:

"The name of the corporation is FIRST CHICAGO NBD CORPORATION." ;

2. Article Second is being amended to read as follows:

"The address of its registered office in the State of Delaware is 1209 Orange Street, County of New Castle, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company."; and

3. The first sentence of Article Fourth is being amended to read as follows:

"The total number of shares of all classes of stock which the corporation shall have authority to issue is 510,000,000 shares which shall be divided into two classes as follows:

- (a) 10,000,000 shares of Preferred Stock without par value (Preferred Stock); and
- (b) 500,000,000 shares of Common Stock of the par value of \$1.00 per share (Common Stock)."

FIFTH: That the executed Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is One First National Plaza, Suite 0287, Chicago, Illinois 60670.


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

SEVENTH: This Certificate of Merger shall be effective at 12:01 a.m. Eastern Standard Time on December 1, 1995, (the "Effective Time") in accordance with the provisions of Sections 103 and 251(c) of the General Corporation Law of the State of Delaware.

Dated: November 29, 1995

NBD BANCORP, INC.

By:

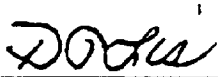


Verne G. Istock

Title: Chairman and Chief Executive Officer

ATTEST:

By:



Daniel T. Lis
Secretary

H:\USERS\CORPSEC\PC\NBD\CERT\MGR.SAM

RECORDED: 02/17/1999

TRADEMARK
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