

03-03-1999

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Form PTO-1595
1-31-92

DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECC



100979101

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

1. Name of conveying party(ies):
FIRST OF AMERICA BANK CORPORATION

Individual(s) Association
 General Partnership Partnership
 Corporation-Michigan
 Other

Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies)?
NATIONAL CITY CORPORATION
National City Center
1900 East Ninth Street
Cleveland, Ohio 44114

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

Additional name(s) & address(es) attached?
 yes no

Appointment of Domestic Representative attached?
 yes no



02-17-1999

U.S. Patent & TMO/ TM Mail Rcpt Dt. #40

MLP 2-17-99

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Names
 Other

Execution Date: March 31, 1998

4. Application number(s) or registration number(s): 1,523,740

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Gary D. Krugman
SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC
2100 Pennsylvania Avenue, N.W. Suite 800
Washington, D.C. 20037-3213

6. Total number of applications and registration involved:
One

7. Total Fee (37 CFR 3.41): \$40.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to Deposit Account

8. Deposit Account No. 19-4880
(Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN 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.

Gary D. Krugman February 17, 1999
Name Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT: 3

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

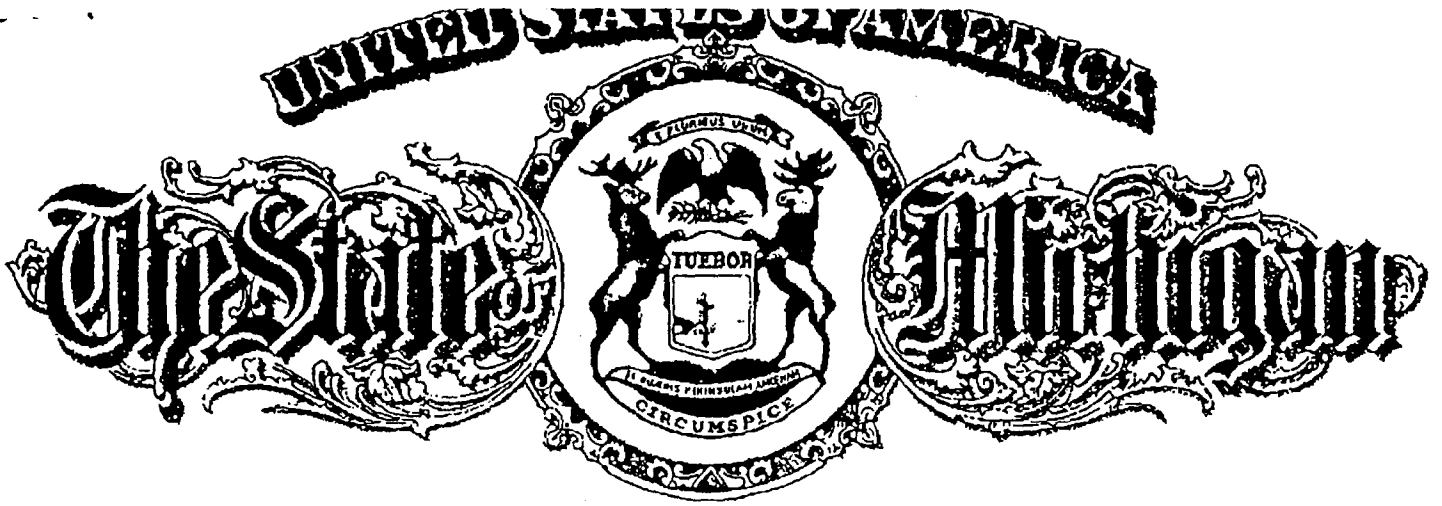
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Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231

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TRADEMARK
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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 31st day of March, 1998.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
Date Received		(FOR BUREAU USE ONLY)
MAR 31 1998		
Name: National City Corporation, Law Department, Attn. David L. Zoeller, Esq.		
Address: National City Center, 1900 East Ninth Street, Loc. No. 2174		
City:	State:	Zip Code: Telephone: Telecopier:
Cleveland	Ohio	44114-3484 (216) 575-2978 (216) 575-2336
		EFFECTIVE DATE:

↑ Document will be returned to the name and address entered above. ↑

CERTIFICATE OF MERGER

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), the undersigned corporations execute the following certificate:

1. The plan of merger is as follows:			
a. The name of each constituent corporation and its identification number is:			
National City Corporation		6	6 5 - 6 9 6
First of America Bank Corporation		0	0 9 - 3 1 6
b. The name of the surviving corporation and its identification number is:			
National City Corporation		6	6 5 - 6 9 6
c. For each constituent corporation, state			
Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
National City Corporation	Common Stock, par value \$4.00 per share, of which <u>222,657,149</u> shares are outstanding as of the date hereof; 6% Cumulative Convertible Preferred Stock, of which <u>739,976</u> shares are outstanding as of the date hereof.	Common Stock, par value \$4.00 per share.	None.

c. [Continued.]

First of America	Common Stock, par value	Common Stock, par value	None.
Bank Corporation	\$10.00 per share; of	\$10.00 per share.	
	which 87,425,058		
	shares are outstanding on		
	the date hereof.		

The number of shares is not subject to change prior to the effective date of the merger.

d. The manner and basis for converting shares are as follows:

Each outstanding share of common stock, par value \$10.00 per share, of First of America Bank Corporation ("FOA") Common Stock ("FOA Common Stock"), including each attached right issued pursuant to the Rights Agreement between the FOA and First of America Bank-Michigan, NA, dated as of July 18, 1990 ("FOA Rights Agreement"), not owned by National City Corporation ("National City", and sometimes referred to as "Surviving Corporation") or any direct or indirect wholly-owned subsidiary of National City (except for any such shares of FOA Common Stock held in trust accounts, managed accounts or in any similar manner as trustee or in a fiduciary capacity ("Trust Account Shares") or acquired in satisfaction of debts previously contracted ("DPC Shares") other than those shares of FOA Common Stock held in the treasury of FOA, will be canceled, retired and converted into 1.2 shares of common stock, par value \$4.00 per share, of National City ("National City Common Stock"). Each outstanding share of FOA Common Stock owned by National City or any direct or indirect wholly-owned subsidiary of National City (except for any shares that are Trust Account Shares or DPC Shares) will be canceled and retired. Each share of FOA Common Stock issued and held in FOA's treasury will be canceled and retired. Each share of National City Common Stock issued and outstanding immediately prior to the effective time of the merger (the "Effective Time") shall continue to be an issued and outstanding share of common stock, par value \$4.00 per share, of Surviving Corporation from and after the Effective Time. No certificates or scrip representing fractional shares of National City Common Stock shall be issued. In lieu of any such fractional shares, holders of Certificates otherwise entitled to fractional shares shall be entitled to receive a cash payment in an amount equal to the fraction of such share of National City Common Stock to which such holder would otherwise be entitled multiplied by the Market Price. The "Market Price" means the average of the per share closing prices on the New York Stock Exchange of National City Common Stock for the 20 consecutive trading days ending at the end of the third trading day immediately preceding the Effective Time.

e. No amendments to the certificate of incorporation, or restatement of the certificate of incorporation, of Surviving Corporation will be effected by the merger.

f. Other provisions with respect to the merger are as follows:

The merger will have the effects specified in Michigan Business Corporation Act (the "MBCA") and the Delaware General Corporation Law (the "DGCL"). Without limiting the generality of the foregoing, National City will be the surviving corporation in the merger and will continue to be governed by the laws of the State of Delaware, and the separate corporate existence of National City and all of its rights, privileges, powers and franchises, public as well as private, and all its debts, liabilities and duties as a corporation organized under the DGCL, will continue unaffected by the merger. The Certificate of Incorporation and By-laws of National City in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and By-laws of Surviving Corporation, until amended in accordance with applicable law. The directors and officers of National City immediately prior to the Effective Time will be the directors and officers, respectively, of Surviving Corporation, from and after the Effective Time, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of

Surviving Corporation's Certificate of Incorporation and By-laws and the DGCL. Promptly after the Effective Time, in accordance with the Bylaws of National City, the Board of Directors of National City shall increase its size to such number as is necessary to create 5 vacancies and shall elect 5 FOA directors to fill such vacancies. The identity of the FOA directors to be elected to National City's Board of Directors shall be mutually agreed upon by FOA and National City prior to the Effective Time.

g. The plan of merger will be furnished by Surviving Corporation, on request and without cost, to any stockholder or shareholder, as the case may be, of any constituent profit corporation.

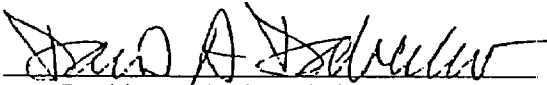
2. This merger is permitted by the laws of the State of Delaware, the jurisdiction under which National City is organized, and the plan of merger was adopted and approved pursuant to and in accordance with the laws of that jurisdiction.

3. The plan of merger was adopted by the Board of Directors of FOA in accordance with section 701 of the MBCA and was approved by the shareholders of FOA in accordance with section 703a(1) and (2) of the MBCA.

4. The merger shall be effective at 4:51 p.m., Eastern Standard Time, on March 31, 1998.

Signed this thirty-first day of March, 1998.

National City Corporation

By: 
David A. Daberko, Chairman

First of America Bank Corporation

By: 
Richard F. Chormann, Chairman