

08-27-1999

Docket No.:

10000-0001

8.24.99



101128646

Tab settings

To the Honorable Commissioner of Patent and Trademark. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Chemical New Jersey Holdings, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **New Jersey**
 Other _____

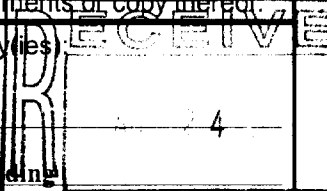
Additional names(s) of conveying party(ies) Yes No

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

Name: **PNC Bancorp, Inc.**
Internal Address: **Marine Bank Building**
Street Address: **9th and State Streets**
City: **Erie** State: **PA** ZIP: **16501**

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 N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N



3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **October 6, 1995**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,362,420

Additional numbers Yes No

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

Name: **Scott K. Haight**
Internal Address: **Garrison, Morris & Haight, PLLC**

Street Address: **5100 Poplar Avenue**
Suite 2100

City: **Memphis** State: **TN** ZIP: **38137**

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ **\$40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0858

DO NOT USE THIS SPACE

08/27/1999 DCDATES 00000023 1362420

01 FC:481 40.00 DP

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.

Scott K. Haight
Name of Person Signing

Signature

August 24, 1999
Date

Total number of pages including cover sheet, attachments, and

13

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

PNC BANCORP, INC.

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
5th day of August, 1999



James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

F I L E D

OCT 5 1995

LONNA H. HOOKS
Secretary of State

1059024

CERTIFICATE OF MERGER
WITH RESPECT TO THE MERGER OF
CHEMICAL NEW JERSEY HOLDINGS, INC. AND PNC BANCORP, INC.

- (a) The name of the surviving corporation is PNC Bancorp, Inc., a corporation organized and existing under the laws of the state of Delaware. The names of the merging corporations are Chemical New Jersey Holdings, Inc., a New Jersey corporation, and PNC Bancorp, Inc. The provisions of law of the State of Delaware, the state laws under which PNC Bancorp, Inc. was organized, applicable to this merger have been, or upon the completion of filing and recordation requirements will have been, complied with by the parties to this merger.
- (b) The plan of merger ("Agreement of Merger") between Chemical New Jersey Holdings, Inc. and PNC Bancorp, Inc. is attached hereto as Annex A.
- (c) The date of approval of the Agreement of Merger by PNC Bank Corp., sole shareholder of PNC Bancorp, Inc., is October 2, 1995. The date of approval of the Agreement of Merger by Chemical Banking Corporation, sole shareholder of Chemical New Jersey Holdings, Inc., is October 2, 1995.
- (d) The authorized capital stock of PNC Bancorp, Inc. consists of 1,000 shares, no par value, of common stock ("Bancorp Common Stock"), all of which such shares are issued, outstanding, and owned by PNC Bank Corp., a Pennsylvania corporation. The authorized capital stock of Chemical New Jersey Holdings, Inc. consists of 1,000 shares of common stock, par value \$1.00 per share ("Holdings Common Stock"), all of which such shares are issued, outstanding and owned by Chemical Banking Corporation.

4739152500

\$ 133105

- (e) PNC Bank Corp. and Chemical Banking Corporation are the respective sole shareholders of the merging corporations, owning all outstanding shares of Bancorp Common Stock and Holdings Commons Stock, respectively. All 1,000 shares outstanding of Bancorp Common Stock and Holdings Common Stock, respectively, were voted in favor of the Agreement of Merger and no such shares were voted against the Agreement of Merger.
- (f) Not applicable.
- (g) The date and time when the merger is to become effective is October 6, 1995, at 5:01 p.m., EDT.
- (h) In accordance with N.J. Stat. 14A:10-7(c), PNC Bancorp, Inc., as the surviving corporation in the merger, hereby:
- (i) agrees that it may be served with process in New Jersey in any proceeding for the enforcement of any obligation of Chemical New Jersey Holdings, Inc., and in any proceeding for the enforcement of the rights of any dissenting shareholder of Chemical New Jersey Holdings, Inc. against it;
 - (ii) irrevocably appoints the Secretary of State of New Jersey as its agent to accept service of process in any such proceeding specified in (i) above. The address to which the Secretary of State of New Jersey shall mail a copy of the process in any such proceeding is: PNC Bancorp, Inc., One PNC Plaza, Fifth Avenue and Wood Street - 28th Floor, Pittsburgh, Pennsylvania 15222, to the attention of the Assistant Secretary; and
 - (iii) agrees that it will promptly pay to the dissenting shareholders of Chemical New Jersey Holdings, Inc. the amount, if any, to which they shall be entitled under the provisions of Title 14A of the New Jersey Statutes with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, each of PNC Bancorp, Inc. and Chemical New Jersey Holdings have caused this Certificate of Merger to be executed on its behalf by its officers hereunto duly authorized all as of this 6th day of October, 1995.

PNC BANCORP, INC.

By: Timothy C. Roach
Timothy C. Roach
Assistant Secretary

CHEMICAL NEW JERSEY HOLDINGS, INC.

By: Susan Sturges Spagnola
Susan Sturges Spagnola
Secretary

AGREEMENT AND PLAN OF MERGER OF
CHEMICAL NEW JERSEY HOLDINGS, INC.
WITH AND INTO
PNC BANCORP, INC.

AGREEMENT AND PLAN OF MERGER ("Agreement of Merger") dated as of October 2, 1995, by and between CHEMICAL NEW JERSEY HOLDINGS, INC. ("Holdings"), a New Jersey corporation having its registered office at Tower Center, East Brunswick, New Jersey, and PNC Bancorp, Inc. ("Bancorp"), a Delaware corporation having its registered office at 222 Delaware Avenue, Wilmington, Delaware 19899.

WITNESSETH

WHEREAS, pursuant to a certain Stock Purchase Agreement dated as of March 7, 1995, as amended ("Stock Purchase Agreement"), between Chemical Banking Corporation ("Chemical") and PNC Bank Corp. ("PNC"), PNC will acquire 100% of the outstanding capital stock of Holdings from Chemical ("Stock Acquisition"); and

WHEREAS, it is PNC's intention, as reflected in the Stock Purchase Agreement, to merge Holdings into Bancorp immediately upon the consummation of the Stock Acquisition;

NOW, THEREFORE, in consideration of the foregoing and of the premises and mutual agreements herein contained, the respective Boards of Directors of Holdings and Bancorp deem the merger of Holdings with and into Bancorp, under and pursuant to the terms and conditions herein set forth or referred to, desirable and in the best interests of the respective corporations and their respective shareholders, and do hereby agree as follows:

ARTICLE I.
MERGER

Subject to the terms and conditions of this Agreement of Merger, on the Effective Date (as hereinafter defined), Holdings shall be merged with and into Bancorp, pursuant to the provisions of, and with the effect provided in, N.J. Rev. Stat. Title 14A, Chapter 10 and 8 Del. Code Ch. 1, subchapter IX (said transaction being hereinafter referred to as the "Merger"). On the Effective Date, the separate existence of Holdings shall cease and Bancorp, as the surviving entity, shall continue unaffected and unimpaired by the Merger. (Bancorp as existing on and after the Effective Date being hereinafter sometimes referred to as the "Surviving Corporation.")

ARTICLE II.
CERTIFICATE OF INCORPORATION AND BY-LAWS

The Certificate of Incorporation and By-Laws of Bancorp in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation, in each case until amended in accordance with applicable law.

ARTICLE III.
BOARD OF DIRECTORS

On the Effective Date, the Board of Directors of the Surviving Corporation shall consist of those persons serving as directors of Bancorp immediately prior to the Effective Date.

ARTICLE IV.
CAPITAL

Each share of capital stock of Bancorp issued and outstanding immediately prior to the Effective Date shall, on the Effective Date, continue to be issued and outstanding.

ARTICLE V.
CANCELLATION OF
HOLDINGS' SHARES

On the Effective Date, each share of common stock of Holdings, par value \$1.00 per share ("Holdings Common Stock") outstanding immediately prior to the Effective Date shall by virtue of the Merger be canceled and no cash, stock or other property shall be delivered in exchange therefor.

ARTICLE VI.
EFFECTIVE DATE OF THE MERGER

Bancorp and Holdings shall execute a certificate of merger evidencing the transactions contemplated herein and shall cause such certificate to be delivered to the New Jersey Secretary of State in accordance with Sections 14A:10-7 and 14A:10-4.1 of the New Jersey Business Corporation Act. In addition, Bancorp shall execute a certificate of merger evidencing the transactions contemplated herein and shall cause such certificate to be delivered to the Delaware Secretary of State in accordance with Section 252(c) of the Delaware General Corporation Law. The Merger shall be effective at the time and on the date specified in such certificates of merger (such date and time being herein referred to as the "Effective Date").

**ARTICLE VII.
FURTHER ASSURANCES**

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Corporation title to any property or rights of Holdings, or otherwise carry out the provisions hereof, the proper officers and directors of Holdings, as of the Effective Date, and thereafter the officers of the Surviving Corporation acting on behalf of Holdings, shall execute and deliver any and all proper assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the provisions hereof.

**ARTICLE VIII.
TERMINATION**

Anything contained in this Agreement of Merger to the contrary notwithstanding, the Agreement of Merger shall be terminated and considered null and void, and the Merger abandoned, in the event that the Stock Acquisition is not consummated. Further, this Agreement of Merger may be terminated by the mutual agreement of the respective Boards of Directors of Holdings and Bancorp.

**ARTICLE IX.
MISCELLANEOUS**

1. This Agreement of Merger may be amended or supplemented at any time prior to its Effective Date by the mutual agreement of the respective Boards of Directors of Holdings and Bancorp.
2. The headings of the several Articles herein are inserted for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Agreement of Merger.
3. This Agreement of Merger shall be governed by and construed in accordance with the laws of the State of New Jersey applicable to agreements made and entirely to be performed in such jurisdiction, except to the extent Delaware law or federal law may be applicable.

IN WITNESS WHEREOF, each of PNC Bancorp, Inc. and Chemical New Jersey Holdings, Inc. have caused this Certificate of Merger to be executed on its behalf by its officers hereunto duly authorized all as of this 6th day of October, 1995.

PNC BANCORP, INC.

By: James B. Yahney
James B. Yahney
Vice President

CHEMICAL NEW JERSEY HOLDINGS, INC.

By: _____

IN WITNESS WHEREOF, each of PNC Bancorp, Inc. and Chemical New Jersey Holdings, Inc. have caused this Certificate of Merger to be executed on its behalf by its officers hereunto duly authorized all as of this 6th day of October, 1995.

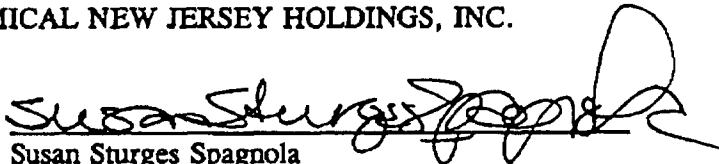
PNC BANCORP, INC.

By: _____

James B. Yahner
Vice President

CHEMICAL NEW JERSEY HOLDINGS, INC.

By: _____


Susan Sturges Spagnola
Vice President & Secretary

IN WITNESS WHEREOF, intending to be legally bound hereby, each of Bancorp and Holdings has caused this Agreement of Merger to be executed on its behalf by its duly authorized officer as of the day and year first written above.

PNC BANCORP, INC.

James B. Zaban

Vice President

(SEAL)

CHEMICAL NEW JERSEY HOLDINGS, INC.

Susan Sturges Spagnola

Secretary

(SEAL)

Corporate Acknowledgement

STATE OF NEW YORK)
 :ss.:
COUNTY OF NEW YORK)

On the 2nd day of October 1995, before me personally came Susan Sturges Spagnola to me known, who, being by me duly sworn, did depose and say that she resides at 782 Riverside Drive Neshanic Station, New Jersey 08853; that she is Secretary of Chemical New Jersey Holdings, Inc., the corporation described in and which executed the above instrument; and that she signed her name thereto by authority of the Board of Directors of said corporation.

Denise G. Connors

Notary Public

DENISE G. CONNORS
Notary Public, State of New York
No. 41-4961973
Qualified in Queens County
Certificate Filed in New York County
Commission Expires February 12 1996

