

05-08-2000

FORM PTO-1594



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

4-21-00

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HEET

Attorney Docket No. 6373.0431

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

1. Name(s) of conveying party(ies):

Midlantic Corporation

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership

Other: \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: \_\_\_\_\_

Execution Date: Effective December 31, 1995

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

Name: PNC Bancorp, Inc.

Address: Fifth Avenue and Wood Street  
Pittsburgh, Pennsylvania 15222

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,803,912 - CONCIERGE SERVICE

Additional numbers attached?  Yes  No

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

Name: Christie Baty Heinze

Address: Finnegan, Henderson, Farabow,

Garrett & Dunner, L.L.P.

1300 I Street, N.W.

Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

06-0916

DO NOT USE 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.

Christie Baty Heinze  
Name of Person Signing

Christie Baty Heinze  
Signature

April 21, 2000  
Date

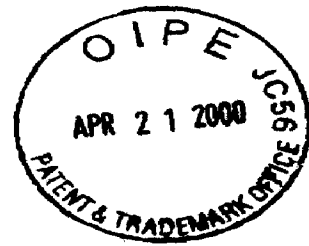
Total number of pages including cover sheet, attachments, and document: 6

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AGREEMENT AND PLAN OF MERGER OF  
MIDLANTIC CORPORATION  
WITH AND INTO PNC BANCORP, INC.

AGREEMENT AND PLAN OF MERGER ("Plan of Merger") dated as of July 10, 1995, by and between MIDLANTIC CORPORATION ("MC"), a New Jersey corporation having its principal executive office at Metro Park Plaza, P.O. Box 600, Edison, New Jersey 08818 and PNC BANCORP, INC. ("Bancorp"), a Delaware corporation having its registered office at 222 Delaware Avenue, Wilmington, Delaware 19899, and joined in by PNC BANK CORP. ("PNC"), a Pennsylvania corporation having its principal executive office at One PNC Plaza, Pittsburgh, Pennsylvania 15265.

WITNESSETH

WHEREAS, the respective Boards of Directors of MC, Bancorp and PNC deem the merger of MC 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 the respective Boards of Directors of MC, Bancorp and PNC have adopted resolutions approving this Plan of Merger and an Agreement and Plan of Reorganization dated of even date herewith ("Reorganization Agreement"); and

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

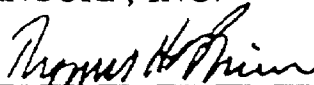
ARTICLE I  
MERGER

Subject to the terms and conditions of this Plan of Merger, on the Effective Date (as hereinafter defined), MC shall be merged with and into Bancorp, pursuant to the provisions of, and with the effect provided in, Chapter 10 of the New Jersey Business Corporation Act, N.J. Rev. Stat. § 14A:10-1 et seq. 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 MC 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

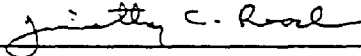
EIGHTH: That the merger shall become effective on December 31, 1995.

DATED: December 29, 1995

PNC BANCORP, INC.

By:   
Thomas H. O'Brien  
President

ATTEST:

By:   
Timothy C. Roach  
Assistant Secretary

DEC 29 1995

LONNA R. HOOKS  
Secretary of State

CERTIFICATE OF MERGER  
WITH RESPECT TO THE MERGER OF  
MIDLANTIC CORPORATION AND PNC BANCORP, INC. ("MERGER")


- (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 Midlantic Corporation, 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 and Plan of Merger"), as amended, between Midlantic Corporation and PNC Bancorp, Inc. is attached hereto as Annex A.
- (c) The date of approval of the Agreement and Plan of Merger by PNC Bank Corp., sole shareholder of PNC Bancorp, Inc., is July 10, 1995. The date of approval of the Agreement and Plan of Merger by the shareholders of Midlantic Corporation is November 16, 1995 ("Special Meeting").
- (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 Midlantic Corporation consists of (i) 40,000,000 shares of preferred stock, no par value, none of which is issued and outstanding, and (ii) 150,000,000 shares of Common Stock, par value \$3 per share ("Midlantic Common Stock") of which at the record date for the Special Meeting of Midlantic shareholders to consider and vote upon the Merger there were 52,359,775 shares of Midlantic Common Stock outstanding and entitled to notice of and to vote at the Special Meeting.

- (e) PNC Bank Corp. is the sole shareholder of PNC Bancorp, Inc. owning all outstanding shares of Bancorp Common Stock. All 1,000 shares outstanding of Bancorp Common Stock were voted in favor of the Agreement of Merger and no such shares were voted against the Agreement and Plan of Merger. At the Special Meeting of the share holders of Midlantic Corporation 39,090,927 shares were voted in favor of the Agreement and Plan of Merger and 313,701 shares were voted against the Agreement and Plan of Merger.
- (f) Not applicable.
- (g) The date when the merger is to become effective is December 31, 1995.
- (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 Midlantic Corporation, and in any proceeding for the enforcement of the rights of any dissenting shareholder of Midlantic Corporation 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 Midlantic Corporation 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 Midlantic Corporation have caused this Certificate of Merger to be executed on its behalf by its officers hereunto duly authorized all as of this 29th day of December, 1995.

PNC BANCORP, INC.

By:

  
Walter E. Gregg, Jr.  
Executive Vice President

MIDLANTIC CORPORATION

By: \_\_\_\_\_