

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

**MRD**  
**6122100**

**RECORDATI  
TRA**

07-18-2000



101406525

DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
**TRADEMARK**

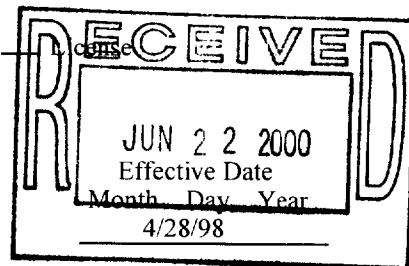
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other \_\_\_\_\_



**Conveying Party**

\_\_\_\_ Mark if additional names of conveying parties attached

Name CoreStates Financial Corp.

Execution Date  
Month Day Year

4/27/98

Formerly \_\_\_\_\_

Individual     General Partnership     Limited Partnership     Corporation

Association     Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Pennsylvania

**Receiving Party**

\_\_\_\_ Mark if additional names of receiving parties attached

Name First Union Corporation

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) One First Union Center

Address (line 2) Charlotte, North Carolina 28288

Address (line 3) \_\_\_\_\_

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

Corporation    Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization North Carolina

07/18/2000 ASCOTT 00000036 1611532

01 FC:481

40.00 OP

FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

**TRADEMARK**  
**REEL: 002103 FRAME: 0055**

**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 (202) 467-7795

Name Barbara A. Friedman, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

**Pages**

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

# 6

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

**Trademark Application Number(s)**

**Registration Number(s)**

1,611,532

**Number of Properties Enter the total number of properties involved.**

# 1

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment: Enclosed

Deposit Account \_\_\_\_\_

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

Deposit Account Number: 13-4520

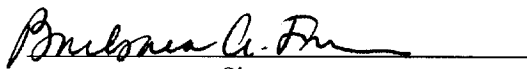
Authorization to charge additional fees: Yes  No \_\_\_\_\_

**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.*

Barbara A. Friedman, Esq.

Name of Person Signing



Signature

6/22/00

Date Signed

**ARTICLES OF MERGER**  
**OF**  
**CORESTATES FINANCIAL CORP**  
**INTO**  
**FIRST UNION CORPORATION**  
**Pursuant to Section 1926 of the**  
**Pennsylvania Business Corporation Law**

---

In accordance with the requirements of Section 1926 of the Pennsylvania Business Corporation Law, CORESTATES FINANCIAL CORP, a Pennsylvania corporation ("CoreStates") and FIRST UNION CORPORATION, a North Carolina corporation ("First Union"), hereby certify the following information relating to the merger of CoreStates with and into First Union (the "Merger"):

1. The surviving corporation in the Merger is FIRST UNION CORPORATION.
2. The surviving corporation is a qualified foreign business corporation and the location and post office address of its registered office in this Commonwealth is c/o The Prentice Hall Corporation System Inc., 319 Market Street, Harrisburg, Pennsylvania 17101.
3. The address of the registered office in this Commonwealth of CoreStates is N.E. Corner Broad and Chestnut Streets, Philadelphia Pennsylvania 19101.
4. The merger of CoreStates into First Union shall be effective at 12:01 a.m. on April 28, 1998.
5. The Agreement and Plan of Mergers, dated as of November 18, 1997 (the "Merger Agreement"), between CoreStates and First Union, setting forth the terms and conditions of the Merger, has been adopted by First Union in accordance with the provisions of Section 55-11-01 of the North Carolina Business Corporation Act and has been adopted by CoreStates in accordance with the provisions of Section 1924(a) of the Pennsylvania Business Corporation Law of 1988, as amended.
6. The Merger Agreement is set forth in full in Exhibit A hereto and made a part hereof.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer thereof this 21<sup>st</sup> day of April, 1998.

CORESTATES FINANCIAL CORP

FIRST UNION CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

By: Robert L. Andersen  
Name: Robert L. Andersen  
Title: Senior Vice President

Executed in Counterpart

FULNC: 46208

TRADEMARK  
REEL: 002103 FRAME: 0058

6. ~~The Merger Agreement is set forth in full in Exhibit A hereto and made a~~  
part hereof.

CS13 6/21

IN WITNESS WHEREOF, the undersigned corporations have caused these  
Articles of Merger to be signed by a duly authorized officer thereof this 27<sup>th</sup> day of April,  
1998.

CORESTATES FINANCIAL CORP

FIRST UNION CORPORATION

By: Lydia Hernández Velez  
Name: Lydia Hernández Velez  
Title: Corporate Secretary

By: \_\_\_\_\_  
Name:  
Title:

Executed in Counterpart

DEPARTMENT OF STATE

Pt. I

(CHANGES)  
DOCKETING STATEMENT DSCB 15-134B (Rev. 91)

FILING FEE: NONE

BUREAU USE ONLY:

REVENUE \_\_\_\_\_  
LABOR & INDUSTRY \_\_\_\_\_  
OTHER \_\_\_\_\_  
FILE CODE: \_\_\_\_\_  
FILED DATE: \_\_\_\_\_  
MICROFILM NUMBER \_\_\_\_\_

This form (file in triplicate) and all accompanying documents shall be mailed to:  
COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU  
308 NORTH OFFICE BUILDING  
HARRISBURG, PA 17120-0029

Part I. COMPLETE FOR EACH FILING:

Current name of entity or registrant affected by the submittal to which this statement relates: (survivor or new corporation if merger or consolidation)

First Union Corporation

Entity number, if known: \_\_\_\_\_ NOTE: ENTITY NUMBER is the computer index number assigned to an entity upon initial filing in the Department of State.

Incorporation/qualification date in Pa.: 04-03-98 State of Incorporation: North Carolina

Federal Identification Number: 56-0898180

Specified effective date, if any: 12:01 a.m. on 04-28-98

Part II. COMPLETE FOR EACH FILING This statement is being submitted with (check proper box):

- Articles of Amendment: complete Section A only
- Amended Certificate of Authority: complete Section A only
- Articles of Merger: complete Section B
- Articles of Consolidation: complete Section C
- Articles of Division: complete Section D
- Articles of Conversion: complete Section A and E only
- Statement of Merger, Consolidation or Division: complete Section B, C or D
- Statement of Correction: complete Section A only
- Statement of Termination: complete Section H
- Statement of Revival: complete Section G
- Dissolution by Shareholders or Incorporators before Commencement of Business: complete Section F only
- Amendment of Certificate of Limited Partnership: complete Section A only

Part III. COMPLETE IF APPROPRIATE: The delayed effective date of the accompanying submittal is:

04-28-98 12:01 a.m.  
month day year hour, if any

DSCB 15-134B (Rev. 91)-2

Section A. CHANGES TO BE MADE TO THE ENTITY NAMED IN Part I: (Check box/boxes which pertain)

Name: \_\_\_\_\_

Registered Office: \_\_\_\_\_  
Number & Street/RD Number & box number City State Zip County

Purpose: \_\_\_\_\_

Stock: aggregate number of shares authorized \_\_\_\_\_ (attach additional provisions, if any)

Term of Existence: \_\_\_\_\_

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

Section B. MERGER (Complete Section A if any changes to survivor corporation):

MERGING CORPORATIONS ARE: (List only the merging corporations-SURVIVOR IS LISTED IN PART I)

1. Name: CoreStates Financial Corp

Entity Number, if known: 0244063 Inc./quali. date in PA: 10-08-71 State of Incorporation: Pennsylvania

2. Name: \_\_\_\_\_

Entity Number, if known: \_\_\_\_\_ Inc./quali. date in PA: \_\_\_\_\_ State of Incorporation: \_\_\_\_\_

Attach sheet containing corporate information if there are additional merging corporations.

Section C. CONSOLIDATION (NEW corporation information should be completed in Part I. Also, complete and attach DOCKETING STATEMENT DSCB:15-134A for the NEW corporation formed.)

CONSOLIDATING CORPORATIONS ARE:

1. Name: \_\_\_\_\_

Entity Number, if known: \_\_\_\_\_ Inc./quali. date in PA: \_\_\_\_\_ State of Incorporation: \_\_\_\_\_

2. Name: \_\_\_\_\_

Entity Number, if known: \_\_\_\_\_ Inc./quali. date in PA: \_\_\_\_\_ State of Incorporation: \_\_\_\_\_

Attach sheet containing corporate information if there are additional consolidating corporations.

Section D. DIVISION (Forming NEW corporation(s) named below. Also, complete and attach DOCKETING STATEMENT DSCB:15-134A for EACH new corporation formed by division.)

Entity Number 1. Name

Entity Number 1. Name

Attach sheet if there are additional corporations to be named.

CHECK ONE:

Corporation named in Part I survives. (Any changes, complete Section A)

Corporation named in Part I does not survive.

Section E. CONVERSION (Complete Section A)

CHECK ONE:

Converted from nonprofit to profit

Converted from profit to nonprofit

Section F. DISSOLVED BY SHAREHOLDERS OR INCORPORATIONS BEFORE COMMENCEMENT OF BUSINESS

Section G. STATEMENT OF REVIVAL. Corporation named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired (Complete Section A if any changes have been made to the revived corporation.)

Section H. STATEMENT OF TERMINATION

filed in the Department of State on is/are hereby terminated. (type of filing made) month day year hour, if any

If merger, consolidation or division, list all corporations involved, other than that listed in Part I.

Entity Number 1. Name

Entity Number 1. Name

Attach sheet containing above information if there are additional corporations involved.





MARYANNE MORSE  
CLERK OF DISTRICT COURT  
FEDERAL RESERVE SYSTEM

RECORDED & VERIFIED

321624

1999 JAN 25 PM 2:09

Comptroller of the Currency  
Administrator of National Banks

Washington, DC 20219

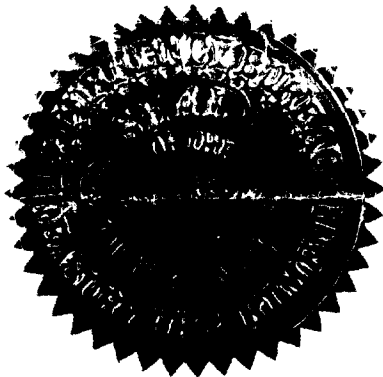
CERTIFICATE

9579 1562  
OFFICE OF THE  
COMPTROLLER OF THE CURRENCY

I, John D. Hawke Jr., Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy of the Merger certificate recorded in this Office, evidencing the Merger of CoreStates Bank, National Associates, Philadelphia, Pennsylvania, (Charter No. 1), into and under the charter and title of "First Union National Bank," Charlotte, North Carolina, (Charter No. 22693), effective as of May 15, 1998. The Comptroller has granted the bank resulting from this merger, (Charter No. 1), the records of First Union National Bank, Charlotte, North Carolina, will be altered to reflect this new charter designation.

IN TESTIMONY WHEREOF, I have  
hereunto subscribed my name and  
caused the seal of the Office of the  
Comptroller of the Currency to be  
affixed to these presents at the  
Treasury Department, in the City of  
Washington and District of Columbia,  
this 28th day of December, 1998.

*John D. Hawke, Jr.*



Comptroller of the Currency

RETURN TO: 1-9805025 TS  
LAWYERS TITLE INSURANCE  
COMPANY  
2233 LEE RD., STE. 204  
WINTER PARK, FL 32789

127



---

**Comptroller of the Currency  
Administrator of National Banks**

---

Bank Organization and Structure, 3-8  
250 E Street, S.W.  
Washington, DC 20219

May 6, 1998

Control Nr. 98-ML-02-005

Mr. Daniel Glassberg  
Assistant General Counsel  
First Union National Bank  
One First Union Center (0630)  
Charlotte, North Carolina 28288

Dear Mr. Glassberg:

This letter is the official certification of the Office of the Comptroller of the Currency for the merger of CoreStates Bank, National Association, Philadelphia, Pennsylvania, Charter Nr. 1, into and under the charter and title of First Union National Bank, Charlotte, North Carolina, Charter Nr. 22693, effective as of May 15, 1998.

This letter also serves as the official authorization of the Comptroller of the Currency for First Union National Bank, Charter Nr. 22693, to operate the former head office of CoreStates Bank, N.A., Charter Nr. 1, as a branch at the following site:

Popular Name: Uptown Branch  
Certificate Nr. 112100A  
Address: Broad & Chestnut Streets  
Philadelphia, Pennsylvania

The individual branch certifications previously issued by the OCC to CoreStates Bank, N.A., Charter Nr. 1, convey automatically to First Union National Bank, Charter Nr. 22693, and will not be reissued in the name of the resulting bank. A copy of this letter should be furnished to the Bank's branch administration personnel.

I also wish to advise you, on behalf of Deputy Comptroller Doug Roeder, Large Bank Supervision, that he has approved the Bank's request for permission to have an aggregate investment in fixed assets of up to \$3,500,000,000.00. His approval is conditioned upon the application of generally accepted accounting principles towards those investments. Future requests for increases in that limit should be directed to Deputy Comptroller Roeder.

I am also glad to inform you that, as a courtesy, the Comptroller has granted your request that Charter Nr. 1 be reassigned to the bank resulting from this merger. On May 18, 1998, a date subsequent to the merger having been consummated, the records of First Union National Bank, Charlotte, North Carolina, will be altered to reflect this new charter designation.

OFFICIAL  
ROOM  
3579  
1545  
ENTIRE COPY

Page 2 of 2  
Merger Certification  
First Union National Bank/CoreStates Bank, N.A. (98-ML-02-005)

The authority to exercise fiduciary powers previously granted to First Union National Bank, Charter Nr. 22693, remains unaffected by this merger.

In the event of questions, I may be reached at (202) 874-5060.

Sincerely,



Richard T. Erb  
Licensing Manager

