

08-25-2000



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CONFIRMANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New 717-00
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
2 16 1996
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Firstier Financial, Inc

2 16 1996

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Nebraska

Receiving Party

Mark if additional names of receiving parties attached

Name First Bank System, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 601 Second Avenue South

Address (line 2)

Address (line 3) Minneapolis Minnesota 55402
City State/Country Zip Code

- 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. (Designation must be a separate document from Assignment.)
- Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

08/24/2000 MTHA11 00000016 501183 1435911

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503
TRADEMARK

REEL: 002124 FRAME: 0954

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,435,911"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

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

Deposit Account Number:

#

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.

Name of Person Signing

Signature

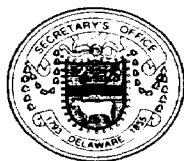
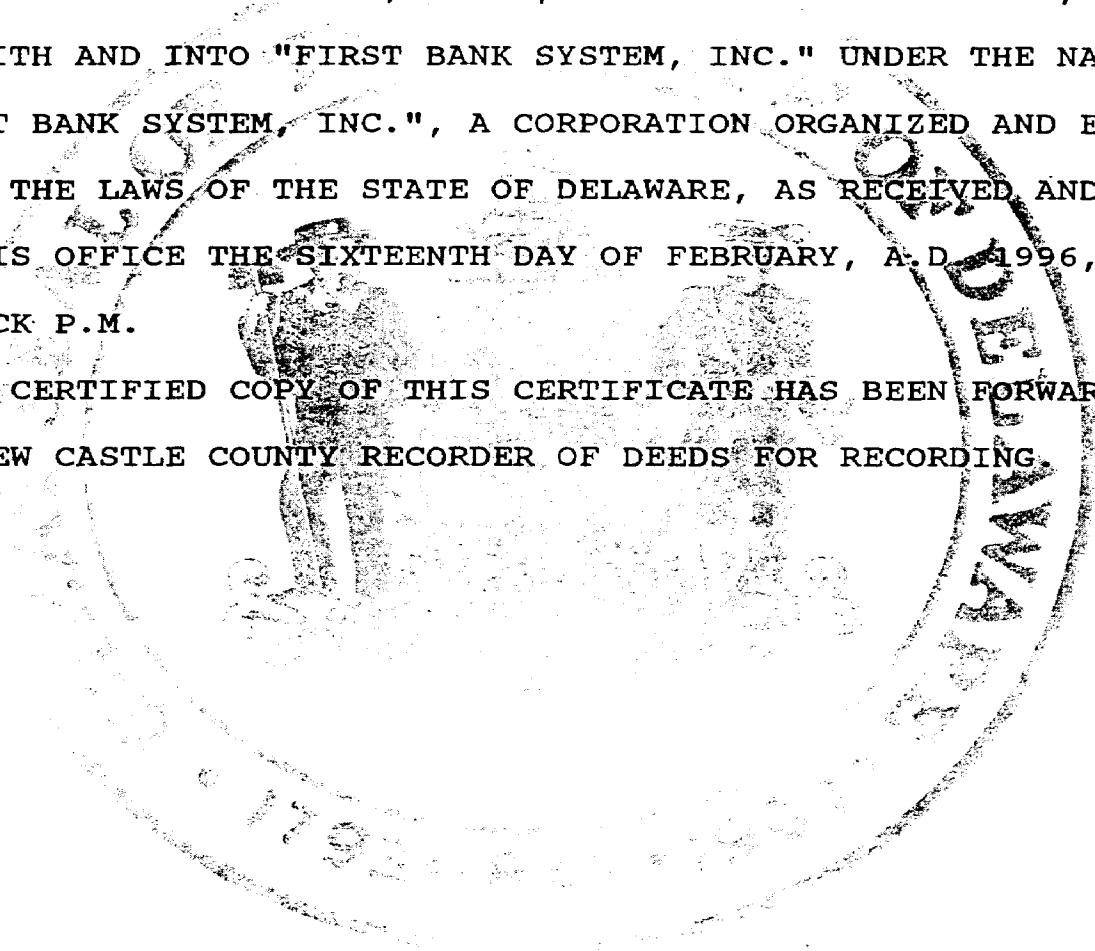
Date Signed

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:

"FIRSTIER FINANCIAL, INC.", A NEBRASKA CORPORATION, WITH AND INTO "FIRST BANK SYSTEM, INC." UNDER THE NAME OF "FIRST BANK SYSTEM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF FEBRUARY, A.D. 1996, AT 1:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7831238

02-20-96

TRADEMARK

REEL: 002124 FRAME: 0956

**CERTIFICATE OF MERGER
OF
FIRSTIER FINANCIAL, INC.
INTO
FIRST BANK SYSTEM, INC.**

Pursuant to Section 252 of the Delaware General Corporation Law, the undersigned Senior Vice President and Controller of First Bank System, Inc. hereby certifies that:

1. The constituent corporations are: FirstTier Financial, Inc., a Nebraska corporation, and First Bank System, Inc., a Delaware corporation.
2. An Agreement of Merger and Consolidation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the Delaware General Corporation Law.
3. The surviving corporation shall be First Bank System, Inc.
4. The certificate of incorporation of First Bank System, Inc. shall be the certificate of incorporation of the surviving corporation.
5. The executed Agreement of Merger and Consolidation is on file at the principal office of First Bank System, Inc. at First Bank Place, 601 Second Avenue South, Minneapolis, Minnesota 55402-4302.
6. A copy of the Agreement of Merger and Consolidation will be furnished by First Bank System, Inc., on request and without cost, to any stockholder of either constituent corporation.
7. The authorized capital stock of FirstTier Financial, Inc. consists of 40,000,000 shares of Common Stock, \$5.00 par value, and 2,000,000 shares of Preferred Stock, \$30.00 par value.

IN WITNESS WHEREOF, First Bank System, Inc. has caused this certificate to be executed by David J. Parrin, its Senior Vice President and Controller, this February 16, 1996.

FIRST BANK SYSTEM, INC.

By 

David J. Parrin
Senior Vice President and Controller