

07-30-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

101791711

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

1. Name of conveying party(ies): Star Banc Corporation, merged out of existence into Firststar Holdings Corp., Wisconsin Corp., assign to: [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Ohio [] Other 7-24-01 Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: Firststar Corporation Internal Address: Street Address: 425 Walnut Street City: Cincinnati State: OH Zip: 45202 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Wisconsin [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance: [x] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: Dec. 22, 1999; Nov. 19, 1998 (A) (H)

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/073846 B. Trademark Registration No.(s) Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Linda D. Bayliss, paralegal Internal Address: Taft, Stettinius & Hollister LLP Street Address: 1800 Firststar Tower, 425 Walnut Street City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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. Linda D. Bayliss, paralegal Taft, Stettinius & Hollister LLP Name of Person Signing Signature Linda Bayliss Date July 18, 2001

Total number of pages including cover sheet, attachments, and document: 13

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

07/27/2001 LNUELLER 00000135 75073846 01 FC:481 40.00 DP

TRADEMARK REEL: 2335 FRAME: 0866



DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1. 11/23/1998	199832400732	MEX MERGED OUT OF EXISTENCE	50.00	10.00	0.00	0.00	0.00
TOTAL			50.00	10.00	0.00	0.00	0.00

Return To:

TAFT,STETTINIUS & HOLLISTER
ATTN A S CORWIN
21 E STATE ST
COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



The State of Ohio
 *Certificate* 

Secretary of State - Bob Taft

719722

It is hereby certified that the Secretary of State of Ohio has custody of the business records for STAR BANC CORPORATION and that said business records show the filing and recording of:

Document(s)
MERGED OUT OF EXISTENCE

Document No(s):
199832400732

United States of America
State of Ohio
Office of the Secretary of State



Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 20th day of
November, A.D. 1998

Bob Taft

Bob Taft
Secretary of State



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved _____
Date _____
Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned, corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is: *

Firststar Holdings Corporation

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. **Name change:** As a result of this merger, the name of the surviving entity has been changed to the following: _____

only if the name of surviving entity is changing through this merger

(complete)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Wisconsin, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____

RECEIVED

NOV 19 1998

BOB TAFT
SECRETARY OF STATE

*The merger described in this Certificate of Merger is the second step of a two-step merger. The entity surviving the merger described in this Certificate of Merger was formerly known as "Firststar Corporation." As a result of the first-step merger its name was changed to "Firststar Holdings Corporation." The first-step merger involved two Wisconsin corporations, neither of which is licensed to do business in Ohio, and the first-step merger became effective immediately prior to the effective time of the merger described in this Certificate of Merger.

- () Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- () Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(if insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration numbers)*

Name	State/	Country of Organization	Type of Entity
Star Banc Corporation		Ohio	corporation
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
Jennie P. Carlson c/o Firststar Corporation	777 E. Wisconsin Ave. (street and number) Milwaukee WI 53202 (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On 11/20/98 @ 2:03 a.m. eastern time *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
CSC-Lawyers Incorporating Service	16 East Broad Street <small>(complete street address)</small>
	Columbus, Ohio 43215 <small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable term) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)

_____, Ohio _____

(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. Foreign Qualifying Limited Liability Company
(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____



2. **Foreign Qualifying Limited Partnership**
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____
- b. The limited partnership was formed on _____
month day year
under the laws of the state/country of _____
- c. The address of the office of the limited partnership in its state/country of organization is _____
- d. The limited partnership's principal office address is _____
- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.



The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

<u>Star Banc Corporation</u> exact name of entity By: <u>Jennie P. Carlson</u> Its: <u>Jennie P. Carlson, Senior</u> <u>Vice President, General Counsel &</u> Date: <u>11/17/96</u>	<u>Firststar Holdings Corporation</u> exact name of entity By: _____ Its: _____ <u>Secretary</u> Date: _____
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_____ exact name of entity By: _____ Its: _____ Date: _____	_____ exact name of entity By: _____ Its: _____ Date: _____
---	---

_____ exact name of entity By: _____ Its: _____ Date: _____	_____ exact name of entity By: _____ Its: _____ Date: _____
---	---

_____ exact name of entity By: _____ Its: _____ Date: _____	_____ exact name of entity By: _____ Its: _____ Date: _____
---	---

_____ exact name of entity By: _____ Its: _____ Date: _____	_____ exact name of entity By: _____ Its: _____ Date: _____
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(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signatures)



The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Star Banc Corporation

Firststar Holdings Corporation

exact name of entity

exact name of entity

By: _____
Its: _____

By: Edward D. Hopwood
Its: Sr. Vice President

Date: _____

Date: 11/17/98

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____
Its: _____

By: _____
Its: _____

Date: _____

Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership. If an officer signs for a partnership, a separate sheet should be attached containing such signature.)

Prescribed by Bob Taft, Secretary of State
131A

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities
(§ 1701.86(H)(6) O.R.C.)

Star Banc Corporation

(Exact Name of Corporation)

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of ~~Dissolution~~ and was advised IN WRITING of the acknowledgment by the corporation of the applicability of the provisions of Section 1701.95 of the Ohio Revised Code.*

~~Merger~~

AGENCY	DATE NOTIFIED
1. Ohio Department of Taxation Dissolution Section Box 2476 Columbus, Ohio 43216	<u>November 9</u> , 19 <u>98</u>
2. Ohio Bureau of Employment Services Status & Liability Section 145 South Front Street Columbus, Ohio 43215	<u>November 9</u> , 19 <u>98</u>
3. The treasurer of any County named below: <u>Hamilton Co. Treasurer</u>	<u>November 9</u> , 19 <u>98</u> _____, 19____ _____, 19____
4. Ohio Bureau of Workers' Compensation 248 North High Street 30 W. Spring Street Columbus, Ohio 43215 Columbus, Ohio 43215	<u>November 9</u> , 19 <u>98</u>

(Note: This affidavit must be signed by one or more persons executing the certificate of surrender or by an officer of the corporation.)

By Jennie P. Carlson Title Senior Vice, President, General Counsel & Secretary
Jennie P. Carlson c/o Firststar Corporation
777 E. Wisconsin Ave.
(Complete Street Address)
Milwaukee, Wisconsin 53202
City State Zip

Sworn to before me and subscribed in my presence this 14th day of November , 1998 .

KELLY C. MEDER
Notary Public, State of Ohio
My Commission Expires Oct. 10, 2004
[Signature] Notary Public
Commission Expires _____

SEAL

Prescribed by
Bob Taft
Secretary of State
C-113

AFFIDAVIT OF PERSONAL PROPERTY

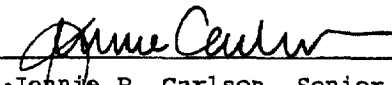
STATE OF OHIO

:SS

COUNTY OF HAMILTON

Jennie P. Carlson, being first duly sworn,
deposes and says that she/~~he~~ is ~~president~~, vice-president, secretary or ~~treasurer~~ (strike
out words not applicable) of Star Banc Corporation;
that this affidavit is made in compliance with section 1701.86, ~~1703.47, 1703.48~~ (strike
out sections not applicable) of the Ohio Revised Code; That said corporation has per-
sonal property only in Hamilton County(ies)
or ~~has no personal property in any county in the State of Ohio~~ (strike out phrase not
applicable); and that the net assets of said corporation are sufficient to pay all personal
property taxes accrued to date.

STAR BANC CORPORATION

By: 
Name: Jennie P. Carlson, Senior Vice President,
Title: General Counsel & Secretary

Sworn to me and subscribed in my presence this 17th day of November, 1998.


Notary Public

Commission expires KELLY C. MEDER
Notary Public, State of Ohio
My Commission Expires Oct. 10, 2000

SEAL

ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Assignment") is made this 22nd day of December, 1999 by and between FIRSTAR HOLDINGS CORPORATION, a Wisconsin corporation ("Assignor") and FIRSTAR CORPORATION, a Wisconsin corporation ("Assignee").

WITNESSETH:

WHEREAS, Assignor is a wholly owned subsidiary of Assignee.

WHEREAS, Assignor wishes to assign to Assignee and Assignee wishes to assume all right, title and interest in and to the business, property and assets of Assignor.

NOW, THEREFORE, the parties hereto agree as follows:

1. Assignment. Effective as of the Effective Date (as defined below), Assignor hereby assigns, transfers, conveys and confirms to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the business, property and assets of Assignor used or held for use in the operation of the business of Assignor including, without limitation, all assets, real property, equipment, intellectual property, contracts, leases, licenses, prepaid expenses, cash, investment securities and notes receivable (the "Assigned Interests").

2. Assumption. Effective as of the Effective Date, Assignee hereby assumes the Assigned Interests and agrees that Assignee shall be liable for any and all liabilities or obligations in connection with the Assigned Interests. Assignee shall indemnify and hold harmless Assignor from and against any and all liabilities or obligations relating to the Assigned Interests.

3. Effective Date. The effective date of the assignment and assumption of the Assigned Interests shall be January 1, 2000 at 12:01 a.m., Central Standard Time (the "Effective Date").

4. Miscellaneous.

a. This Assignment contains the entire agreement of the parties and supersedes any and all other agreements or understandings, written or oral, between the parties, with respect to its subject matter.

b. This Assignment shall be governed by the internal laws of the State of Wisconsin.

c. This Assignment may be executed in one or more counterparts, all of which shall be considered one and the same agreement.

d. Nothing expressed or implied in this Agreement is intended to confer upon any person, other than the parties hereto, or their respective successors or assigns, any rights, remedies, obligations or liabilities under or by reason of this Assignment.

e. Each party hereby agrees upon the request of the other party to do, execute, acknowledge and deliver all such further acts, deeds, assignments, transfers, conveyances or assurances as may be required in order to effectuate the transactions contemplated by this Assignment.

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed as of the date first above written.

ASSIGNOR:

FIRSTAR HOLDINGS CORPORATION

By: Jennie B. Carlson
Jennie B. Carlson
Executive Vice President,
General Counsel & Secretary

ASSIGNEE:

FIRSTAR CORPORATION

By: Jennie B. Carlson
Jennie B. Carlson
Executive Vice President
General Counsel & Secretary