

09-18-2001
101846032

ET

Attorney Docket No.: 00028-0000

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

917-01

1. Name of conveying party(ies):

CoreStates Financial Corporation
a Pennsylvania corporation

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

First Union Corporation
One First Union Center
301 South College Street
Charlotte, North Carolina 28222

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: North Carolina
- Other:

Execution Date: April 27, 1998

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration Nos.:

2,166,218; 1,890,664; 1,967,556; 1,967,555; 1,335,910;
1,255,522; 2,110,768; 1,565,026; 1,916,811; 1,288,169;
2,013,745; 1,642,274; 1,321,232; 2,138,808; 2,138,809;
2,048,147; and, 2,024,043.

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

Barbara A. Friedman
Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036

Telephone: 202-467-7795
Facsimile: 202-467-7176
E-Mail: bfriedman@morganlewis.com

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
16 x \$25.00 = \$ 400.00
Total \$ 440.00

Authorized to be charged to deposit account

8. Deposit account number: 13-4520

09/17/2001 DBYRNE 00000023 2166218

DO NOT USE THIS SPACE

01 FC:481
02 FC:482
Statement and signature

40.00 OP
400.00 OP

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.

Barbara A Friedman
Name of Person Signing

Barbara A. Friedman
Signature

September 12, 2001
Date

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

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

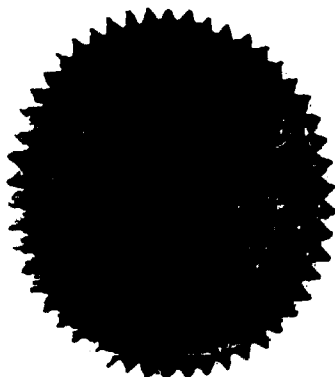
To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER
OF
CORESTATES FINANCIAL CORP.
INTO
FIRST UNION CORPORATION

the original of which was filed in this office on the 28th day of April, 1998.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 28th day of April, 1998.



Elaine F. Marshall

Secretary of State

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE

ARTICLES OF MERGER

First Union Corporation, a North Carolina corporation (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging (the "Merger") CoreStates Financial Corp., a Pennsylvania corporation (the "Merged Corporation"), with and into the Surviving Corporation:

1. Attached hereto as Exhibit 1 is a copy of the Agreement and Plan of Mergers relating to the Merger (the "Merger Agreement").
2. The attached Merger Agreement was duly approved and adopted in the manner prescribed by Chapter 55 of the General Statutes of North Carolina by the shareholders of the Surviving Corporation.
3. The attached Merger Agreement was duly adopted in the manner prescribed by the laws of the Commonwealth of Pennsylvania by the board of directors of the Merged Corporation. The Merger is permitted by the laws of the Commonwealth of Pennsylvania, the Merged Corporation has complied with such laws, and the Merger Agreement was approved by the stockholders of the Merged Corporation as required by such laws.
4. These Articles of Merger will be effective at 12:01 a.m. on April 28, 1998.

This 27th day of April, 1998.

FIRST UNION CORPORATION

BY: Robert L. Andersen
Robert L. Andersen
Senior Vice President

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., 519 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.

FULMC 46204

IN WITNESS WHEREOF, the undersigned corporations have caused these
Articles of Merger to be signed by a duly authorized officer thereof this 11th day of April, 1998.

CORESTATES FINANCIAL CORP

FIRST UNION CORPORATION

By: _____
Name:
Title:

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

Executed in Counterpart

6. The Merger Agreement is set forth in full in Exhibit A hereto and made a part hereof. *CB 13. 6. 2004*

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

CORESTATES FINANCIAL CORP

FIRST UNION CORPORATION

By: *[Signature]*
Name: *Lydia Hernandez Velez*
Title: *Corporate Secretary*

By: _____
Name: _____
Title: _____

Executed in Counterpart