



102270872

To the Honorable Commissioner of Patents

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BNY FINANCIAL Corp.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York Corp.
- Other

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

3. Nature of conveyance:

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

Execution Date: \_\_\_\_\_

2. Name and address of receiving party(ies)

Name: GMAC Commercial Credit LLC

Internal Address: 1290 Avenue of the Americas

Street Address: 3rd Floor

City: N.Y. State: N.Y. Zip: 10104

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Corp.

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

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

A. Trademark Application No.(s)

1972385

B. Trademark Registration No.(s)

1972385

Additional number(s) attached  Yes  No

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

Name: Ned Cohan

Internal Address: 822-934-9800

Street Address: Nedco International, Inc.

4619 W. Pico Boulevard

City: Los Angeles State: CA Zip: 90019

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- 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.

NEBOTATULLA COHAN

Name of Person Signing

Signature

10/19/02

Date

Total number of pages including cover sheet, attachments, and document 10

T U U U U U U U U U U U U U

**Certificate of Merger**

of

**BNY Financial Corporation**

into

**BNY Factoring LLC**

under

Section 1003

of the

Limited Liability Company Law

CT-07

CT-07

The undersigned corporation and limited liability company, each organized and existing under and by virtue of the laws of the State of New York, DO **HEREBY CERTIFY:**

**First:** That the name and jurisdiction of formation or organization of the business entities that are to merge are as follows:

BNY Financial Corporation	-	New York
BNY Factoring LLC	-	New York

**Second:** That, for each of the domestic business entities that are to merge, the date when the articles of organization or other formation documents were filed with the Secretary of State were as follows:

BNY Financial Corporation	-	May 10, 1977, under the name of M.C.O. Factor Company, Inc.
BNY Factoring LLC	-	June 9, 1999

**Third:** That an Agreement of Merger has been approved and executed by each of BNY Financial Corporation and BNY Factoring LLC.

**Fourth:** That the surviving business entity is BNY Factoring LLC and the name of the surviving business entity shall remain BNY Factoring LLC.

**Fifth:** That the merger is not to be effective upon filing of this Certificate of Merger. The merger is to be effective on June 29, 1999.

**Sixth:** That there shall be no changes in the articles of organization of the surviving limited liability company.

**Seventh:** That the Secretary of State is hereby designated as agent of the surviving limited liability company upon whom process against it may be served in any action or special proceeding, and that the address to which the

served in any action or special proceeding, and that the address to which the Secretary of State may mail a copy of any process service upon him or her is 1290 Avenue of the Americas, 3<sup>rd</sup> Floor, New York, New York 10019.

**Eighth:** That the executed Agreement of Merger is on file at a place of business of the surviving limited liability company, and that such address is 1290 Avenue of the Americas, 3<sup>rd</sup> Floor, New York, New York 10019.

**Ninth:** That a copy of the Agreement of Merger will be furnished by the surviving limited liability company on request and without cost, to any member of the surviving domestic limited liability company or any person holding an interest in any other business entity merging with the surviving domestic limited liability company.

[The next page is an execution page.]

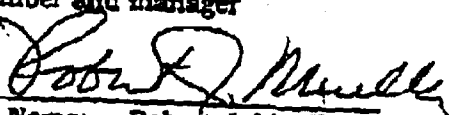
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2

**IN WITNESS WHEREOF**, BNY Factoring LLC, the surviving limited liability company, and BNY Financial Corporation, the merging corporation, have caused this Certificate of Merger to be executed as of this 23rd day of June, 1999.

**BNY FACTORING LLC**  
(Surviving Limited Liability Company)

By: **THE BANK OF NEW YORK**, its sole member and manager

By: 

Name: Robert J. Mueller  
Title: Senior Executive Vice President

**BNY FINANCIAL CORPORATION**  
(Merging corporation)

By: \_\_\_\_\_  
Name: Joseph A. Grimaldi  
Title: Chairman, President & Chief Executive Officer

3


**IN WITNESS WHEREOF**, BNY Factoring LLC, the surviving limited liability company, and BNY Financial Corporation, the merging corporation, have caused this Certificate of Merger to be executed as of this 23rd day of June, 1999.

**BNY FACTORING LLC**  
(Surviving Limited Liability Company)

By: THE BANK OF NEW YORK, its sole member and manager

By: \_\_\_\_\_  
Name: Robert J. Mueller  
Title: Senior Executive Vice President

**BNY FINANCIAL CORPORATION**  
(Merging corporation)

By:   
Name: Joseph A. Grimaldi  
Title: Chairman, President & Chief Executive Officer

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CT-07

FILED

JUN 26 3 13 PM '99

CERTIFICATE OF MERGER  
OF  
BNY Financial Corporation  
INTO  
BNY Factoring LLC

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

*JAC*

*ICC*  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED JUN. 28 1999  
TAX \$ \_\_\_\_\_  
BY: *JAC*

JUN 23 10 05 AM '99

RECEIVED

RECEIVED

JUN 25 11 33 AM '99

Counsel: Sullivan & Cromwell  
125 Broad Street  
New York, NY 10004-2490

*5* BILLED

9906 28000225

TOTAL P.07

6990727000300

CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF ORGANIZATION

OF

BNY FACTORING LLC

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the Limited Liability Company is BNY Factoring LLC.

SECOND: The date of filing of the Articles of Organization is June 9, 1999.

THIRD: The amendment effected by this Certificate of Amendment is as follows:

(A) Paragraph FIRST of the Articles of Organization dealing with the name of the company is hereby amended to read as follows:

FIRST: The name of the limited liability company is: GMAC Commercial Credit LLC

(B) Paragraph FIFTH of the Articles of Organization dealing with management of the company is hereby amended to read as follows:

FIFTH: The sole member of the limited liability company is GMAC Commercial Credit LLC. The limited liability company is to be managed by the Member, or if determined by the Member in its sole discretion, by a manager or managers or a class or classes of managers.

GENERAL MOTORS ACCEPTANCE CORPORATION, a Delaware corporation, Sole Member

By: Teresa Hill  
Teresa Hill

Its: Director - Business Development

Dated: July 23, 1999

DET\_B\100582.2

- (1) If the present owner chooses to establish ownership by recording appropriate documents in the Assignment Services Division, please notify the undersigned paralegal when the documents have been filed. A telephone call to the paralegal is encouraged to resolve this issue.
- (2) If the present owner chooses to establish ownership by submitting proof of the transfer of title, appropriate evidence, such as a copy of the document transferring ownership or a verified statement that a valid transfer of legal title has occurred, must be submitted. Please be advised that the Section 8 Notice of Acceptance will issue in the name of the original registrant or the last recorded assignee as recorded in the Assignment Services Division.

If the wrong party filed the Section 8 Affidavit and there is time remaining in the statutory filing period, the current owner may file a new affidavit. If the new affidavit is filed during the 6-month grace period, the owner must pay the filing fee for the Section 8 Affidavit plus the grace period fee. If the wrong party filed the Section 8 Affidavit, and there is no time remaining in the statutory filing period, the registration will be cancelled.

**A COMPLETE RESPONSE TO THIS OFFICE ACTION MUST BE RECEIVED WITHIN 6 MONTHS FROM THE MAILING DATE OF THIS LETTER. THE OWNER MUST RESPOND TO ALL INQUIRIES SET FORTH IN THIS LETTER TO AVOID CANCELLATION OF THE REGISTRATION.**

**PLEASE BE ADVISED THAT IF THE WRONG PARTY FILED THE SECTION 8 AFFIDAVIT, THE CURRENT OWNER MUST FILE A NEW AFFIDAVIT BEFORE THE GRACE PERIOD EXPIRES AND PAY THE FEE FOR FILING THE NEW AFFIDAVIT. THE OWNER MUST ALSO PAY THE GRACE PERIOD FEE, IF THE NEW AFFIDAVIT IS FILED DURING THE GRACE PERIOD.**



Vicki L. Copeland

Paralegal Specialist

Post Registration Division

Office of Trademark Services

(703) 308-9500 x226

Fax (703) 746-3200