

Form PTO-1594 (Rev. 6-93) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0011 (exp. 4/94) **TRADEMARKS ONLY** Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p>Wells Fargo & Company</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation: State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>WFC Holdings Corporation 420 Montgomery Street San Francisco, CA 94104</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation: State of Delaware <input type="checkbox"/> Other _____</p>
--	---

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 2, 1998

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)

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

<p>A. Trademark Application No(s). and description</p>	<p>B. Trademark Registration No(s). and description</p> <p>779,187 (WELLS FARGO) 2,007,721 (WELLS FARGO ONLINE) 2,457,743 (WELLS FARGO)</p>
--	---

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

Kerry R. Thompson
FAEGRE & BENSON LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
612/766-7226

6. Total number of applications and registrations involved: 03

7. Total fee (37 CFR 3.41)..... \$90.00


Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number: 06-0029

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.

Kerry R. Thompson
Paralegal
Name of person signing


Signature

April 28, 2003
Date

Total number of pages including cover sheet, attachments, and document: 4

**Mail documents to be recorded with required cover sheet information to:
Director – U.S. Patent and Trademark Office, Box Assignments
Washington, D.C. 20231**

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"WELLS FARGO & COMPANY", A DELAWARE CORPORATION,
 WITH AND INTO "WFC HOLDINGS CORPORATION" UNDER THE NAME OF "WFC HOLDINGS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 4:33 O'CLOCK P.M.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

2939552 8100M

AUTHENTICATION: 1454204

010577685

DATE: 11-19-01

TRADEMARK
 REEL: 002641 FRAME: 0255

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:33 PM 11/02/1998
981422610 - 2939552

CERTIFICATE OF MERGER

of

WELLS FARGO & COMPANY

With and Into

WFC HOLDINGS CORPORATION

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger herein certified is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Wells Fargo & Company	Delaware
WFC Holdings Corporation	Delaware

SECOND: That an agreement and plan of merger (the "Merger Agreement") between the parties to the merger herein certified (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the Merger is WFC Holdings Corporation.

FOURTH: That the Certificate of Incorporation of WFC Holdings Corporation, a Delaware corporation which will survive the Merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at an office of the surviving corporation. The address of this office is 420 Montgomery Street, San Francisco, California 94104.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective at 5:00 p.m. Eastern Standard Time on the date of its filing with the Secretary of State of the State of Delaware.

Dated: November 2, 1998

WFC Holdings Corporation

BY: 
Name: Richard M. Kovacevich
Title: President

ATTEST:

BY: 
Name: Laurel A. Holschuh
Title: Secretary