

FORM PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

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

1. Name of conveying party(ies):  
**EBS NEWCO #1, INC.**  
 One Mellon Center  
 Pittsburgh, PA 15258

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State of Pennsylvania  
 Other

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

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

Name: MELLON HR SOLUTIONS LLC

Street Address: 1935 One Mellon Center

City: Pittsburgh State: Pennsylvania ZIP: 15258

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - \_\_\_\_\_  
 Other - Pennsylvania Limited Liability Company

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other

Execution Date: July 1, 2002

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) and address(es) attached?  Yes  No

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

A. Trademark Application No.(s)  
76/336,581

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Joan T. Pinaire, Esq.  
 Internal Address: McCarter & English, LLP  
4 Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: New Jersey ZIP: 07101

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

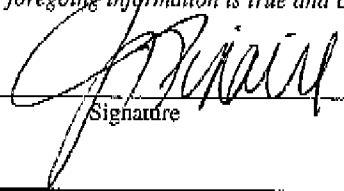
8. Deposit account number:  
 (Attach duplicate copy of this page if paying by deposit account.)

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DO NOT USE THIS SPACE

9. Statement and Signature.  
*To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Joan T. Pinaire  
 Name of Person Signing

  
 Signature

June 9, 2003  
 Date

Total number of pages comprising cover sheet: [ 5 ]

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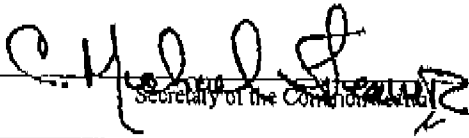
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**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

Entity Number 3054924	<b>Certificate of Merger or Consolidation Limited Liability Company (15 Pa. C.S. § 8958)</b>
Name <u>Reed Smith (J.P.)</u> Address _____ City _____ State _____ Zip Code _____	Document will be returned to the name and address you enter to the left. =

Filed with the Department of State on JUL 01 2002

  
 Secretary of the Commonwealth

In compliance with the requirements of 15 Pa.C.S. § 8958 (relating to certificate of merger or consolidation), the undersigned limited liability company(s), desiring to effect a merger or consolidation, hereby states that:

1. The name of the limited liability company surviving the merger is: Mellon HR Solutions LLC

2. (Check and complete one of the following):

The surviving limited liability company is a domestic limited liability company and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
_____				
(b) Name of Commercial Registered Office Provider				County
c/o <u>CT Corporation System</u>				<u>Allegheny</u>

\_\_\_\_\_ The surviving limited liability company is a qualified foreign limited liability company formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
_____				
(b) Name of Commercial Registered Office Provider				County
c/o _____				_____

PA DEPT OF STATE

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The surviving limited liability company is a nonqualified foreign limited liability company formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip
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3. The name and address of the current registered office in this Commonwealth or the name of its commercial registered office provider and the county of venue of each other domestic corporation which is a party to the plan of merger or consolidation are as follows:

Name	Address of Registered Office or Name of Commercial Registered Office	Provider	County
EBS NewCo #1 Inc.	c/o CT Corporation System,		Allegheny County

4. (Check, and if appropriate complete, one of the following):

The plan of merger or consolidation shall be effective upon filing this Certificate of Merger in the Department of State.

The plan of merger shall be effective on July 1, 2002 at 12:01 p.m.

Date	Hour
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5. The manner in which the plan of merger or consolidation was adopted by each domestic limited liability company/domestic corporation is as follows:

Name of Limited Liability Company	Manner of adoption
Mellon HR Solutions LLC	Adopted by the members pursuant to 15 Pa.C.S. § 8957(g)
EBS NewCo #1 Inc.	Adopted by the directors and shareholder pursuant to 15 Pa.C.S. § 1924(a)

6. (Check, and if appropriate complete, one of the following):

The plan of merger or consolidation is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 8958(b) (relating to omission of certain provisions of plan of merger or consolidation) the provisions, if any, of the plan of merger or consolidation that amend or constitute the operative Certificate of Organization of the surviving limited liability company as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger or consolidation is on file at the principal place of business of the surviving limited liability company, the address of which is:

<u>1935 One Mellon Center</u>	<u>Pittsburgh</u>	<u>PA</u>	<u>15258</u>	<u>Allegheny</u>
Number and Street	City	State	Zip	County

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IN TESTIMONY WHEREOF, the undersigned limited liability company and the undersigned corporation have caused this Certificate of Merger or Consolidation to be signed by a duly authorized member or officer thereof this 15<sup>th</sup> day of July, 2002.

MELLON HR SOLUTIONS LLC

By [Signature]  
Title Vice President

EBS NEWCO #1 INC.

By \_\_\_\_\_  
Title \_\_\_\_\_

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IN TESTIMONY WHEREOF, the undersigned limited liability company and the undersigned corporation have caused this Certificate of Merger or Consolidation to be signed by a duly authorized member or officer thereof this 15<sup>th</sup> day of July, 2002.

MELLON HR SOLUTIONS LLC

By \_\_\_\_\_  
Title \_\_\_\_\_

EBS NEWCO #1 INC.

By *James M. ...*  
Title Vice President