

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Automated Business Development Corporation		08/19/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	PFPC Inc.		
Street Address:	301 Bellevue Parkway		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19809		
Entity Type:	CORPORATION: MASSACHUSETTS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2794777	CRDIRECT	
CORRESPONDENCE DATA			
Fax Number:	(412)762-4334		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	412-768-2966		
Email:	susan.lloyd@pnc.com		
Correspondent Name:	Robert J. Pugh		
Address Line 1:	249 Fifth Avenue		
Address Line 2:	Mail Stop P1 POPP 21 1		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15222		
NAME OF SUBMITTER:	Susan M. Lloyd		
Total Attachments: 3 source=abd1#page1.tif source=abd2#page1.tif source=abd3#page1.tif			

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AGREEMENT OF MERGER

BETWEEN

AUTOMATED BUSINESS DEVELOPMENT CORPORATION
(a Delaware Corporation)

AND

PFPC INC.
(a Massachusetts Corporation)

AGREEMENT OF MERGER, dated this 19th day of August, 2003, pursuant to Section 252 of the General Corporation Law of the State of Delaware, and Section 79 of the Massachusetts Business Corporation Law, between Automated Business Development Corporation, a Delaware corporation ("ABD") and PFPC Inc., a Massachusetts corporation ("PFPC").

WITNESSETH:

WHEREAS, the respective boards of directors of each of the constituent corporations have approved the merger of ABD with and into PFPC (the "Merger") and adopted this Agreement of Merger; and

WHEREAS, the sole stockholder of ABD and the sole stockholder of PFPC have each consented to the proposed Merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, ABD and PFPC, by their respective boards of directors, have agreed and do hereby agree as follows:

Article I
Merger

Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Date (as defined in Article V below) PFPC, hereby merges into itself ABD and said ABD, shall be and hereby is merged into PFPC, which shall be the surviving corporation.

Article II
Articles of Organization and Bylaws of the Surviving Corporation

1. The Articles of Organization of PFPC Inc. as existing and in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Organization of the corporation surviving this Merger.
2. The Bylaws of PFPC Inc. as existing and in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the corporation surviving this Merger until the same shall be altered, amended and repealed as therein provided.

Article III
Capital Structure

1. On the Effective Date, all shares of capital stock of the merged corporation issued and outstanding prior to the Effective Date shall no longer be outstanding, shall be cancelled and retired and shall cease to exist.
2. The authorized capital stock of the surviving corporation shall consist of 250,000 shares of common stock, par value \$1.00 per share, of which 1,000 shares shall be issued and outstanding.
3. The sole stockholder of the merged corporation is the indirect parent of the surviving corporation so its capital ownership position will therefore remain unaffected.

Article IV
Officers and Directors of the Surviving Corporation

The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

Article V
Effective Date of the Merger


This Merger shall become effective upon the filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the Merger under the provisions of the applicable statutes of the State of Delaware and the Commonwealth of Massachusetts, as heretofore amended and supplemented. However, for all accounting purposes, the effective date of the Merger shall be January 1, 2004 ("Effective Date").

Article VI
Effect of the Merger and Further Assurances

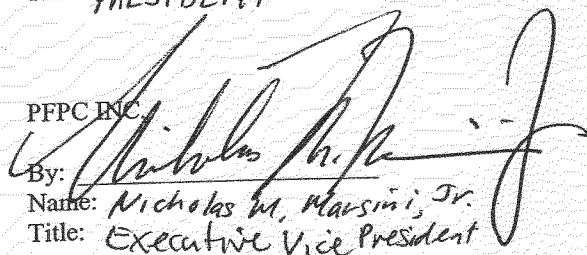
Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by duly authorized officers in accordance with the laws of the State of Delaware and the Commonwealth of Massachusetts.

AUTOMATED BUSINESS DEVELOPMENT CORPORATION

By: 
Name: ELIZABETH A. NYSTEDT
Title: PRESIDENT

PFPC INC

By: 
Name: Nicholas M. Marsini, Jr.
Title: Executive Vice President