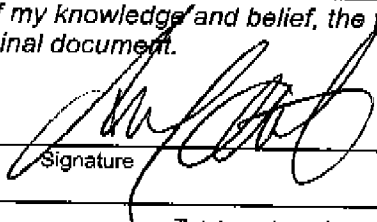
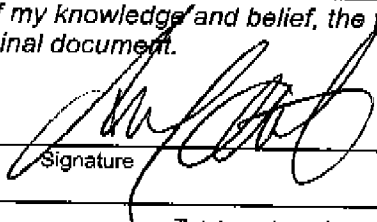
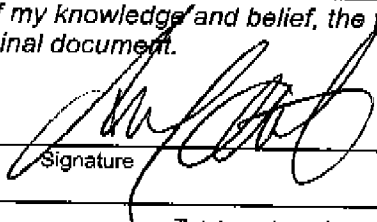


Docket No: 11779-124001

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Commissioner for Trademarks: Please record the attached copies of an original document.


1. Name of conveying party: BNY Financial Corporation <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 <u>New York</u> <input type="checkbox"/> Other _____ Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party: BNY Factoring LLC 1290 Avenue of the Americas New York, NY 10104 <input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation _____ <input checked="" type="checkbox"/> Other <u>New York Limited Liability Company</u> If the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No							
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: June 23, 1999									
4. Application number(s) or trademark number(s): A. Trademark Application No(s).: B. Trademark No(s).: 1862454 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No									
5. Name/address of party to whom correspondence concerning document should be mailed: TIMOTHY A. FRENCH Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110-2804		6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR §3.41): \$40 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge Deposit Account. 8. Deposit Account No.: 06-1050 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.							
DO NOT USE THIS SPACE									
9. Statement and Signature: <i>To the best of my knowledge and belief, the foregoing information is true and correct and the attached is a true copy of the original document.</i> <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;">Timothy A. French</td> <td style="width: 40%; text-align: center;"></td> <td style="width: 30%; text-align: center;">APRIL 1, 2004</td> </tr> <tr> <td>Name of Person Signing</td> <td style="text-align: center;">Signature</td> <td style="text-align: center;">Date</td> </tr> </table>				Timothy A. French		APRIL 1, 2004	Name of Person Signing	Signature	Date
Timothy A. French		APRIL 1, 2004							
Name of Person Signing	Signature	Date							
Total number of pages including cover sheet, attachments, and document: 7									

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CERTIFICATE OF MAILING BY FAX

I hereby certify under 37 CFR §1.8(a) that this correspondence is being sent by fax on the date indicated below and is addressed to Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P. O. Box 1450, Alexandria, VA 22313-1450.

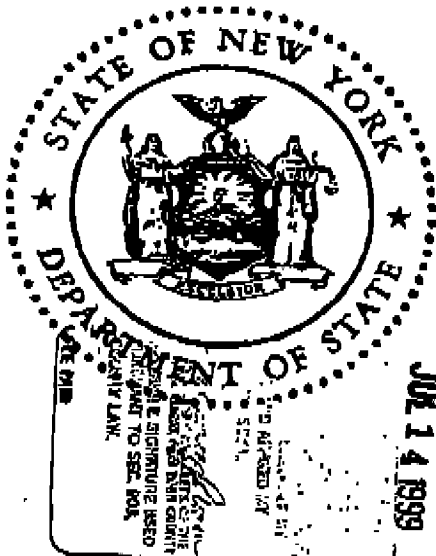
<u>April 2, 2004</u>		<u>Jo-Ann Pomilla</u>
Date of Deposit	Signature	Typed Name

Typed Name: **TRADEMARK** Certificate

State of New York }
Department of State }²²¹

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUL 08 1999



J. Glavin

Special Deputy Secretary of State

08-1256 (5/96)

NY 074858

JUN-23-1999 10:30

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CT-07

CT-07

Certificate of Merger
of
BNY Financial Corporation
into
BNY Factoring LLC
under
Section 1003
of the
Limited Liability Company Law

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 which process against it may be served in any action or special proceeding, and that the address to which the

SENT BY: C.T. CORP ALBANY

6-23-99 11:34AM

C.T. CORP ALBANY

212 319 7370 P. 04

served in any action or special proceeding, and that the address to which the Secretary of State may mail a copy of any process served upon him or her is 1290 Avenue of the Americas, 3rd 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, 3rd 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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MAR 25 2004 14:35 FR T200-12-D11

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P.08/10

SENT BY: C.T. COMP ALBANY

6-25-09 11:34AM

C.T. COMP ALBANY

212 316 7770

BY WALTER WHELAN, 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, 2009.

BNY FACTORING LLC
(Surviving Limited Liability Company)

By: **THE BANK OF NEW YORK**
member and manager

By: *Robert J. Mueller*
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

SENT BY: C. T. CORP. NJANY : 4-25-04 : 11:35AM : C. T. CORP. NJANY- 516-474 1418 : 7/0
212 315 7978 P.09/10


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

4

MAR 25 2004 14:36 FR T200-12-D11

313 665 6388 TO 912483562265

P. 10/10

NY: C.T. CORP. ALBANY 1 6-75-00 11:33AM : C.T. CORP. ALBANY- 518 474 1410:0 0
212 315 9878 P.07/07

F 9906 28000 225

CT-07

JUN 23 3 33 PM '99

CERTIFICATE OF MERGER
OF
BNY Financial Corporation
INTO
BNY Factoring LLC

UNDER SECTION 1003 OF THE LIMITED LIABILITY COMPANY LAW

100
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 28 1999
TAX \$ _____
BY: SAC

JUN 23 3 03 PM '99

RECEIVED

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

5 BILLED

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