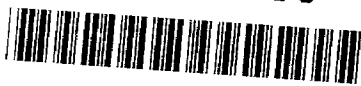


02-02-2005



RECORD
TRAIL 102931408

01/27/05

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Firstar Corporation

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

Citizenship (see guidelines)

Execution Date(s) February 26, 2001

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: U.S. Bancorp

Internal

Address:

Street Address: 601 Second Ave. South

City: Minneapolis

State: Minnesota

Country: U.S.A. Zip: 55402

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Citizenship

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 registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
73/402826 73/594905
73/594906

B. Trademark Registration No.(s)
1,304,089 1,420,430
1,420,005

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Jody H. Armstrong

Internal Address: Dinsmore & Shohl LLP

Street Address: 1900 Chemed Center
255 East Fifth Street

City: Cincinnati

State: Ohio Zip: 45202

Phone Number: 513-977-8103

Fax Number: 513-977-8141

Email Address: jody.armstrong@dinslaw.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 5563
Expiration Date 06/06

b. Deposit Account Number

Authorized User Name

9. Signature:

Jody H. Armstrong

January 24, 2005

Date

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

FINANCE SECTION
2005 JAN 27 PM 3:17

02/01/2005 JTDLHNP 09000015 73402826
50.00 IP
50.00 IP

State of Delaware
Office of the Secretary of State

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:

"FIRSTAR CORPORATION", A WISCONSIN CORPORATION,
WITH AND INTO "U.S. BANCORP" UNDER THE NAME OF "U.S. BANCORP", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2001, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0256405 8100M
010094420

AUTHENTICATION: 0991115
DATE: 02-26-01

CERTIFICATE OF MERGER

MERGER

OF

**FIRSTAR CORPORATION
A WISCONSIN CORPORATION,**

INTO

**U.S. BANCORP
A DELAWARE CORPORATION**

**UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

U.S. Bancorp hereby certifies that:

**1. The name and state of incorporation of each of the constituent
corporations are:**

- (a) U.S. Bancorp, a Delaware corporation; and**
- (b) Firstar Corporation, a Wisconsin corporation.**

**2. An agreement and plan of merger (the "Merger Agreement") has been
approved, adopted, certified, executed and acknowledged by each of U.S. Bancorp and
Firstar Corporation in accordance with the provisions of Section 252 of the General
Corporation Law of the State of Delaware.**

3. The name of the surviving corporation is U.S. Bancorp.

**4. The certificate of incorporation of the surviving corporation shall be the
certificate of incorporation of U.S. Bancorp as in effect as of the date hereof, except that**

NY125781 1372403

**STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 02/26/2001
010094420 - 0236405**

the first sentence of Article Fourth thereof shall be amended at the effective time of the merger to read in its entirety as follows:

"The total number of shares of all classes of stock which the corporation shall have the authority to issue is 4,050,000,000, consisting of 50,000,000 shares of Preferred Stock of the par value of \$1.00 each and 4,000,000,000 shares of Common Stock of the par value of \$.01 each."

5. The surviving corporation is a corporation organized under the General Corporation Law of the State of Delaware.

6. The executed Merger Agreement is on file at the office of U.S. Bancorp, U.S. Bank Place, 601 Second Avenue South, Minneapolis, Minnesota 55402.

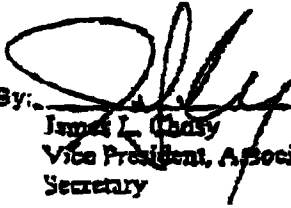
7. A copy of the Merger Agreement will be furnished by U.S. Bancorp, on request and without cost, to any stockholder of U.S. Bancorp or Firststar Corporation.

8. The authorized capital stock of Firststar Corporation as of the date hereof consists of (a) 2,000,000,000 shares of common stock, \$0.01 par value per share, and (b) 10,000,000 shares of preferred stock, \$1.00 par value per share.

9. This Certificate of Merger shall become effective at 12:01 a.m., Eastern Daylight Time, on February 27, 2001.

IN WITNESS WHEREOF, U.S. Bancorp, the surviving corporation, has caused this certificate to be signed by James L. Chazy, its authorized officer, on the 26th day of February, 2001.

U.S. BANCORP

By: 
James L. Chazy
Vice President, Associate General Counsel and Secretary

NY12237: D9946.3