

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BANKNORTH GROUP, INC.		03/01/2005	CORPORATION: MAINE

RECEIVING PARTY DATA

Name:	BANKNORTH DELAWARE INC.
Street Address:	P.O. Box 9540, Two Portland Square
City:	Portland
State/Country:	MAINE
Postal Code:	04112
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2936996	ABOVE AND BEYOND
Registration Number:	2060959	BANKNORTH GROUP, INC.
Registration Number:	2064819	BANKNORTH GROUP, INC.
Registration Number:	2593812	
Serial Number:	78347696	BNK FINANCIAL
Serial Number:	78284565	COLLEGE ESSENTIALS
Serial Number:	78336307	HRESOURCE
Registration Number:	2765661	IT'S NICE KNOWING
Registration Number:	2748815	IT'S NICE KNOWING
Registration Number:	2671402	
Registration Number:	2524671	PAYDAY PARTNER
Serial Number:	78284550	RETIREMENT ESSENTIALS
Serial Number:	78287314	SIMPLYCOLLEGE ESSENTIALS

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Registration Number:	2687538	SIMPLYHOME
Registration Number:	2909249	SIMPLYHOME ESSENTIALS
Serial Number:	78348623	SIMPLYMOVE KIT
Serial Number:	78287326	SIMPLYRETIREMENT ESSENTIALS
Registration Number:	1661920	
Registration Number:	2645863	
Serial Number:	78321431	TURNING POINTS

CORRESPONDENCE DATA

Fax Number: (603)668-2970
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 6036686560
Email: jhobbs@gtp.com
Correspondent Name: Grossman, Tucker, Perreault & Pflieger
Address Line 1: 55 South Commercial Street
Address Line 4: Manchester, NEW HAMPSHIRE 03101

ATTORNEY DOCKET NUMBER:	BNG005
NAME OF SUBMITTER:	TERESA C. TUCKER
Signature:	/TcT/
Date:	12/08/2005

Total Attachments: 2
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**CERTIFICATE OF MERGER
OF
BANKNORTH GROUP, INC.
WITH AND INTO
BANKNORTH DELAWARE INC.**

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, Banknorth Delaware Inc., a Delaware corporation (the "Company"), does hereby certify the following information relating to the merger of Banknorth Group, Inc., a Maine corporation, with and into the Company:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Banknorth Delaware Inc.	Delaware
Banknorth Group, Inc.	Maine

SECOND: The Amended and Restated Agreement and Plan of Merger, dated as of August 25, 2004 (hereinafter the "Merger Agreement"), by and between the constituent corporations in the merger, The Toronto-Dominion Bank, a Canadian chartered bank, and Berlin Merger Co., a Delaware corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The Company shall be the surviving corporation (the "Surviving Corporation") in the Merger and the name of the surviving corporation will be "Banknorth Delaware Inc."

FOURTH: The certificate of incorporation of the Company shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation, the address of which is P.O. Box 9540, Two Portland Square, Portland, Maine 04112-9540.

SIXTH: The Surviving Corporation, on request and without cost, will furnish a copy of the Merger Agreement to any stockholder of any constituent corporation.

SEVENTH: The authorized stock of Banknorth Group, Inc. is 400,000,000 shares of common stock, \$0.01 par value per share, and 5,000,000 shares of preferred stock, \$0.01 par value per share.

EIGHTH: The effective time of the Merger shall be 5:00 p.m. Eastern Time, on March 1, 2005.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by its duly authorized officer as of the 1st day of March 2005.

BANKNORTH DELAWARE INC.

By: William J. Ryan
Name: William J. Ryan
Title: Chairman, President and Chief
Executive Officer