

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BANKNORTH DELAWARE INC.		03/01/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	TD BANKNORTH 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
Registration Number:	2687538	SIMPLYHOME

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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**

**BERLIN MERGER CO.**

**WITH AND INTO**

**BANKNORTH DELAWARE INC.**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, Banknorth Delaware Inc., a Delaware corporation, does hereby certify the following information relating to the merger of Berlin Merger Co., a Delaware corporation, with and into Banknorth Delaware Inc., a Delaware corporation:

**FIRST:** That 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>
Berlin Merger Co.	Delaware
Banknorth Delaware Inc.	Delaware

**SECOND:** That an Amended and Restated Agreement and Plan of Merger, dated as of August 25, 2004 (the "Merger Agreement"), among The Toronto-Dominion Bank, a Canadian chartered bank, Berlin Merger Co., Banknorth Group, Inc., a Maine corporation, and Banknorth Delaware Inc., has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

**THIRD:** Banknorth Delaware Inc. shall be the surviving corporation (the "Surviving Corporation") of the merger of Berlin Merger Co. with and into Banknorth Delaware Inc. (the "Merger") and the name of the surviving corporation will be changed to "TD Banknorth Inc."

**FOURTH:** That, as of the effective time of the Merger, the certificate of incorporation of Banknorth Delaware Inc. as in effect immediately prior to the Merger shall be amended and restated in its entirety in the form attached hereto as Annex A and, as so amended, shall be the certificate of incorporation of the Surviving Corporation until thereafter amended or modified as provided therein or by applicable law.

**FIFTH:** That 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:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That the effective time of the Merger shall be 5:01 p.m. Eastern Time, on March 1, 2005.

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

BANKNORTH DELAWARE INC.

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