

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/29/2003		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fifth Third Processing Solutions, Inc.		06/16/2003	CORPORATION: OHIO
RECEIVING PARTY DATA			
Name:	Fifth Third Bancorp		
Doing Business As:	DBA Fifth Third Bank		
Street Address:	38 Fountain Square Plaza		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45263		
Entity Type:	CORPORATION: OHIO		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1712167	JEANIE	
Registration Number:	1120703	JEANIE	
CORRESPONDENCE DATA			
Fax Number:	(513)241-6234		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(513) 241-2324		
Email:	ksmith@whepatent.com		
Correspondent Name:	Kathryn E. Smith		
Address Line 1:	441 Vine Street		
Address Line 2:	Suite 2700		
Address Line 4:	Cincinnati, OHIO 45202-2917		
ATTORNEY DOCKET NUMBER:	MPS-65-128		

OP \$65.00 1712167

900072124

TRADEMARK
REEL: 003503 FRAME: 0379

NAME OF SUBMITTER:	Kathryn E. Smith
Signature:	/Kathryn E. Smith/
Date:	03/20/2007
<p>Total Attachments: 11</p> <p>source=MERGERdoc#page1.tif</p> <p>source=MERGERdoc#page2.tif</p> <p>source=MERGERdoc#page3.tif</p> <p>source=MERGERdoc#page4.tif</p> <p>source=MERGERdoc#page5.tif</p> <p>source=MERGERdoc#page6.tif</p> <p>source=MERGERdoc#page7.tif</p> <p>source=MERGERdoc#page8.tif</p> <p>source=MERGERdoc#page9.tif</p> <p>source=MERGERdoc#page10.tif</p> <p>source=MERGERdoc#page11.tif</p>	



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/29/2003	200324100352	MERGER/DOMESTIC (MER)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

OHIO DIVISION OF FINANCIAL INSTITUTIONS
ANDREW RUSSELL
77 SOUTH HIGH ST
COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****877750**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FIFTH THIRD BANK

and, that said business records show the filing and recording of:

Document(s)

MERGER/DOMESTIC

Document No(s):

200324100352

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 29th day of August, A.D.
2003.

J. Kenneth Blackwell
Ohio Secretary of State

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/29/2003	200324100352	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

OHIO DIVISION OF FINANCIAL INSTITUTIONS
ANDREW RUSSELL
77 SOUTH HIGH ST
COLUMBUS, OH 43215

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****372067**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

FIFTH THIRD PROCESSING SOLUTIONS, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200324100352

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 29th day of August, A.D.
2003.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

Expedite this Form: (select One)	
Mail Form to one of the following:	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

CERTIFICATE OF MERGER
(For Domestic or Foreign, Profit or Non-Profit)
Filing Fee \$125.00
(194-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Fifth Third Bank

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: **(Please check the appropriate box and fill in the appropriate blanks)**

- ☒ Domestic (Ohio) For-Profit Corporation, charter number 877750
- ☐ Domestic (Ohio) Non-Profit Corporation, charter number _____
- ☐ Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- ☐ Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- ☐ Domestic (Ohio) Limited Liability Company, with registration number _____
- ☐ Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio, _____
- ☐ Domestic (Ohio) Limited Partnership, with registration number _____
- ☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

- ☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- ☐ Domestic (Ohio) Partnership having limited liability, with the registration number _____
- ☐ Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- ☐ Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- ☐ Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- ☐ General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follow (if this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

(Please list the Ohio charter, license/registration no. below)

Name / charter, license or registration number	State/Country of Organization	Type of Entity
Fifth Third Processing Solutions, Inc. / 372067	Ohio	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Paul L. Reynolds (name)	Mail Drop 10AT76, 38 Fountain Square Plaza (street) <small>NOTE: P.O. Box Addresses are NOT acceptable.</small>	
Cincinnati (city, village or township)	OH (state)	45263 (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: August 29, 2003 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Paul L. Reynolds 38 Fountain Square Plaza
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
Cincinnati, Ohio 45263
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

☐ Attachments are provided ☒ No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
_____, Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. **Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationality/Federally chartered bank, savings bank, or savings and loan association is _____

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: _____

(c.) The location of the main office (non-Ohio) shall be:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) **Ohio** (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is _____

(b.) The name under which the limited liability company desires to transact business in Ohio is _____

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

- (d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(state)

(zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

- (a.) The name of the limited partnership is

- (b.) The limited partnership was formed on

- (c.) The address of the office of the limited partnership in its state/country of organization is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

- (d.) The limited partnership's principal office address is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

- (e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- (f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village)

(county)

(state)

(zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be _____

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**
_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**
_____, _____, _____
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**
_____, Ohio _____
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

FIFTH THIRD BANK

(Exact name of entity)

By: Paul T. Rogers

Its: Executive Vice President

Date: 6/16/03

FIFTH THIRD PROCESSING SOLUTIONS, INC.

(Exact name of entity)

By: Robert G. Sullivan

Its: President

Date: 6/16/03

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

**STATE OF OHIO
DEPARTMENT OF COMMERCE
DIVISION OF FINANCIAL INSTITUTIONS**

CERTIFICATE OF APPROVAL

THIS IS TO CERTIFY:

WHEREAS, Fifth Third Bank, Cincinnati, Ohio, is an Ohio-chartered bank doing business under authority granted by the Division of Financial Institutions and subject to Chapters 1101. to 1127. of the Ohio Revised Code; and

WHEREAS, on June 24, 2003, Fifth Third Bank filed with the Division of Financial Institutions an application for approval of the merger of Fifth Third Processing Solutions, Inc., Cincinnati, Ohio, with and into Fifth Third Bank pursuant to the agreement by and between said institutions; and

WHEREAS, having considered the relevant facts and circumstances and applicable law, we have determined that:

1. The financial and managerial resources and future prospects of Fifth Third Bank are adequate to withstand the impact of the merger;
2. The merger will not have an adverse effect on the convenience and needs of the communities to be served by the surviving bank; and
3. Upon completion of the merger, the surviving bank will meet the requirements of Chapters 1101. to 1127. of the Ohio Revised Code.

NOW, THEREFORE, pursuant to Section 1115.27 of the Ohio Revised Code, we hereby approve the merger of Fifth Third Processing Solutions, Inc., with and into Fifth Third Bank, subject to all of the following conditions:

1. The merger and related transactions shall be done in accordance with the terms of the agreement by and between Fifth Third Processing Solutions, Inc., and Fifth Third Bank.
2. All representations and commitments made by Fifth Third Bank in the application shall be binding upon said bank.
3. Prior to consummation of the merger, Fifth Third Bank shall have received any required approvals for the merger by other state and federal regulatory agencies and shall have submitted copies of such approvals to the Division of Financial Institutions.
4. The merger shall be effective on the date specified in the Certificate of Merger or, if no date is specified therein, on the date the Certificate of Merger is filed with the Ohio Secretary of State.

Approval Order
Page 2

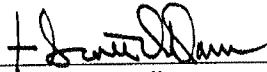
5. Fifth Third Bank shall consummate the merger within one year of the date of this order.
6. Fifth Third Bank shall publish the fact of the consummation of the merger in a newspaper of general circulation in Hamilton County, Ohio, within two weeks after the effective date thereof and file a copy of such notice showing the newspaper and date of publication with the Division of Financial Institutions within thirty days after publication, as required by §1115.18 of the Ohio Revised Code.

IN WITNESS WHEREOF, we hereunto set our hands this Fourteenth day of August, 2003.

Division of Financial Institutions



Michael O. Roark
Deputy Superintendent for Banks



F. Scott O'Donnell
Superintendent