

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/28/2011		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Sterling Bancshares, Inc		07/28/2011
			<b>Entity Type</b>
			CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Comerica Incorporated		
<b>Street Address:</b>	1717 Main Street		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75201		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	2986299	SILVERMARK CAPITAL
	Registration Number:	3347597	WORLD CLASS BANKING. DEEP TEXAS ROOTS.
	Registration Number:	2259919	BANK OF THE HILLS
	Registration Number:	3663524	BUSINESS CONFIDENTIAL
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(313)222-5323		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	313-222-7454		
<b>Email:</b>	vlthomas@comerica.com		
<b>Correspondent Name:</b>	Victoria L Thomas		
<b>Address Line 1:</b>	411 West Lafayette		
<b>Address Line 2:</b>	MC 3391		
<b>Address Line 4:</b>	Detroit, MICHIGAN 48226		
<b>NAME OF SUBMITTER:</b>	DJ Culkar		

CH \$115.00 2986299

**900198497**

**TRADEMARK**  
**REEL: 004595 FRAME: 0006**

Signature:	/DJ Culkar/
Date:	08/01/2011
Total Attachments: 3 source=sterlingmergerdod.bancsharesinc#page1.tif source=sterlingmergerdod.bancsharesinc#page2.tif source=sterlingmergerdod.bancsharesinc#page3.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"STERLING BANCSHARES, INC.", A TEXAS CORPORATION,  
WITH AND INTO "COMERICA INCORPORATED" UNDER THE NAME OF "COMERICA INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2011, AT 2:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF JULY, A.D. 2011, AT 1:01 O'CLOCK A.M.

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

0786580 8100M

110863400



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8930981

DATE: 07-27-11

TRADEMARK  
REEL: 004595 FRAME: 0008

**CERTIFICATE OF MERGER**

of

**STERLING BANCSHARES, INC.**  
(a Texas corporation)

with and into

**COMERICA INCORPORATED**  
(a Delaware corporation)

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Comerica Incorporated, a Delaware corporation ("Comerica"), hereby certifies:

**FIRST:** The name and states of incorporation of each of the constituent corporations (the "Constituent Corporations") are:

<u>Name</u>	<u>State of Incorporation</u>
Comerica Incorporated	Delaware
Sterling Bancshares, Inc.	Texas

**SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252(c) of the DGCL.

**THIRD:** Comerica Incorporated shall be the surviving corporation of the Merger (the "Surviving Corporation") and the name of the Surviving Corporation following the Merger shall be "Comerica Incorporated."

**FOURTH:** At the effective time of the Merger, Comerica Incorporated's Restated Certificate of Incorporation, as amended, shall be the certificate of incorporation of the Surviving Corporation.

**FIFTH:** An executed copy of the Agreement and Plan of Merger is on file at the executive offices of the Surviving Corporation, located at 1717 Main Street, Dallas, Texas 75201.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Constituent Corporations.

**SEVENTH:** The authorized capital stock of Sterling Bancshares, Inc. consists of (i) 150,000,000 shares of common stock, par value \$1.00 per share and (ii) 1,000,000 shares of preferred stock, par value \$1.00 per share.

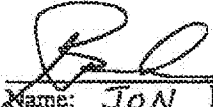
**EIGHTH:** This Certificate of Merger shall become effective at 1:01 a.m., Eastern Time on July 28, 2011 in accordance with the provisions of Sections 103 and 252(c) of the DGCL.

*[Signature Page Follows]*

IN WITNESS WHEREOF, Comerica Incorporated has caused this Certificate of Merger to be signed by the undersigned duly authorized signatory, this 27th day of July, 2011.

COMERICA INCORPORATED

By:

  
Name: JON W. BILSTROM  
Title: EXECUTIVE VICE PRESIDENT  
AND SECRETARY

[Signature Page to Certificate of Merger (DE)]