

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/10/2007		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	Cleartran Delaware, Inc.		12/10/2007
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Mellon Bank, N.A.		
Street Address:	500 Grant Street		
Internal Address:	1 Mellon Center		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15258-0001		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2992184	CLEARTRAN
	Registration Number:	2995342	CLEARTRAN
CORRESPONDENCE DATA			
Fax Number:	(412)288-3063		
Phone:	412-288-4164		
Email:	fcolen@reedsmith.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Frederick H. Colen		
Address Line 1:	P.O. Box 488		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15230-0488		
ATTORNEY DOCKET NUMBER:	CLEARTRAN 4800.20089 FHC		
NAME OF SUBMITTER:	Frederick H. Colen		

OP \$65.00 2992184

Signature:	/Frederick H. Colen/
Date:	01/31/2012
Total Attachments: 4 source=Cleartran Delaware to Mellon Bank N.A#page1.tif source=Cleartran Delaware to Mellon Bank N.A#page2.tif source=Cleartran Delaware to Mellon Bank N.A#page3.tif source=Cleartran Delaware to Mellon Bank N.A#page4.tif	

Delaware

PAGE 1

The First 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 AGREEMENT OF MERGER, WHICH MERGES:

"CLEARTRAN DELAWARE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MELLON BANK, N.A." UNDER THE NAME OF "MELLON BANK, N.A.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE COUNTRY OF UNITED STATES, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 2007, AT 8:21 O'CLOCK P.M.

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



4472168 8100M

071310721

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6231392

DATE: 12-12-07

TRADEMARK
REEL: 004708 FRAME: 0062

**AGREEMENT AND PLAN OF MERGER
BETWEEN
CLEARTRAN DELAWARE, INC.,
a Delaware corporation,
AND
MELLON BANK, N.A.,
a national banking association**

This Agreement and Plan of Merger made and entered into on the 10th day of December, 2007, by and between ClearTran Delaware, Inc., a Delaware corporation, and Mellon Bank, N.A., a national banking association.

WHEREAS, ClearTran Delaware, Inc. is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on August 21, 2007; and

WHEREAS, Mellon Bank, N.A., is a national banking association organized and existing under the National Bank Act; and

WHEREAS, the aggregate number of shares which Mellon Bank, N.A. has authority to issue is 35,000,000 shares of common stock, and 3,500 shares of 9.125% Non-Cumulative Preferred Stock; and

WHEREAS, the Board of Directors of each of the constituent entities deems it advisable that ClearTran Delaware, Inc. be merged into Mellon Bank, N.A. on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware, the National Bank Act and the Federal Deposit Insurance Act, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, ClearTran Delaware, Inc. and Mellon Bank, N.A., by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I. Mellon Bank, N.A. and ClearTran Delaware, Inc. shall be merged into a single entity, in accordance with applicable provisions of the National Bank Act, the Federal Deposit Insurance Act and the laws of the State of Delaware, by ClearTran Delaware, Inc. merging into Mellon Bank, N.A., which shall be the surviving entity.

ARTICLE II. Upon the merger becoming effective as provided in the National Bank Act, the Federal Deposit Insurance Act and the laws of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger"), the two constituent entities shall be a single entity, which shall be Mellon Bank, N.A. as the surviving entity, and the separate existence of ClearTran Delaware, Inc. shall cease.

ARTICLE III. The Articles of Association of Mellon Bank, N.A. shall not be amended in any respect by reason of this Agreement and Plan of Merger.

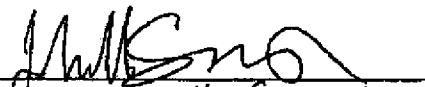
ARTICLE IV. The manner of converting the outstanding shares of each of the constituent entities shall be as follows: (a) the shares of capital stock of Mellon Bank, N.A. issued and outstanding immediately prior to the merger shall remain outstanding, without change therein by reason of the merger; (b) each share of capital stock of ClearTran Delaware, Inc. issued and outstanding immediately prior to the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be deemed retired and cancelled without necessity of further action.

ARTICLE V. Mellon Bank, N.A. agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligations of Mellon Bank, N.A. arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State of Delaware shall mail any such process to Mellon Bank, N.A. at One Mellon Center, Pittsburgh, Pennsylvania 15258.

IN WITNESS WHEREOF, Mellon Bank, N.A. and ClearTran Delaware, Inc., pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by an authorized officer of each party hereto.

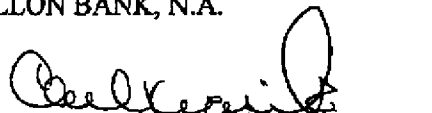
CLEARTRAN DELAWARE, INC.

By:


JOHN H. SMITH
PRESIDENT

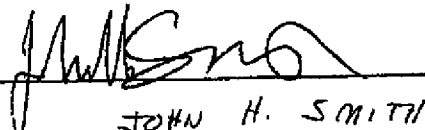
MELLON BANK, N.A.

By:


CARL KRASIK
GENERAL COUNSEL & ASST. SECT.

I, John H. Smith, the Secretary of ClearTran Delaware, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of ClearTran Delaware, Inc. by an authorized officer thereof, was duly adopted pursuant to Section 228 of the General Corporation Law of Delaware by the unanimous written consent of the sole stockholder holding 100 shares of the capital stock of ClearTran Delaware, Inc., same being all of the shares issued and outstanding having voting power, which Agreement and Plan of Merger was thereby adopted as the act of the sole stockholder of said ClearTran Delaware, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on behalf of said ClearTran Delaware, Inc. this 10th day of December, 2007.

By: 
JOHN H. SMITH
SECRETARY