

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
M&T Bank, National Association		07/01/2011	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Wilmington Trust, National Association		
Street Address:	1100 North Market Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3085711	ONBANK	
CORRESPONDENCE DATA			
Fax Number:	7168490349		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7168564000		
Email:	ddovi@hodgsonruss.com		
Correspondent Name:	Daniel F. Dovi		
Address Line 1:	Hodgson Russ LLP		
Address Line 2:	140 Pearl Street, Suite 100		
Address Line 4:	Buffalo, NEW YORK 14202		
ATTORNEY DOCKET NUMBER:	002000.08804		
NAME OF SUBMITTER:	Daniel F. Dovi		

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Signature:	/Daniel F. Dovi/
Date:	02/04/2013
<b>Total Attachments: 7</b> source=Approval of Merger (2)#page1.tif source=Approval of Merger (2)#page2.tif source=Approval of Merger (2)#page3.tif source=Approval of Merger (2)#page4.tif source=Approval of Merger (2)#page5.tif source=Approval of Merger (2)#page6.tif source=Approval of Merger (2)#page7.tif	

**WILMINGTON TRUST, NATIONAL ASSOCIATION**

**Secretary's Certificate**

The undersigned hereby certifies that she is the duly elected Corporate Secretary of **Wilmington Trust, National Association** ("WTNA") and hereby further certifies as follows:

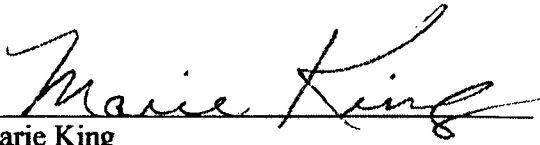
As Corporate Secretary of WTNA, I have custody of the minute books and corporate records of WTNA.

Attached hereto are the following:

(A) Exhibit A is a true and correct copy of the official letter from the Office of Thrift Supervision dated May 12, 2011 certifying to the conversion of **Wilmington Trust FSB** to a national bank.


(B) Exhibit B is a true and correct copy of the official letter from the Office of the Comptroller of the Currency ("OCC") dated June 30, 2011 certifying to (i) the effectiveness of the conversion of Wilmington Trust, FSB to a national bank under the title of **Wilmington Trust, National Association** and (ii) the merger of Wilmington Trust, National Association with and into M&T Bank, National Association, with the resulting bank title Wilmington Trust, National Association.

Dated: October 23, 2012

  
Marie King  
Corporate Secretary

STATE OF NEW YORK     )  
                                      )  
COUNTY OF ERIE        )     ss:

On the 23<sup>rd</sup> day of October in the year 2012, before me, the undersigned, personally appeared Marie King, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
Notary Public

Deborah R. Pomerwinski  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires June 12, 2015

EXHIBIT A

Omitted Intentionally

**EXHIBIT B**



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Comptroller of the Currency  
Administrator of National Banks

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Northeastern District Office  
340 Madison Avenue, 5<sup>th</sup> Floor  
New York, New York 10017-4613

Licensing Division  
Telephone No.: (212)790-4055  
Fax No.: (301)333-7015

June 30, 2011

Mr. Jeffrey Watiker, Esq.  
51 West 52<sup>nd</sup> Street  
New York, New York 10019-6150

Re: Application by Wilmington Trust, FSB, Wilmington, Delaware to convert from a federal savings bank to a national bank; Application by M&T Bank, National Association, Oakfield, New York to acquire by merger the converted bank and to acquire by merger M&T Trust Company of Delaware, Inc., Wilmington, Delaware; and related applications and notices  
Control Nos.: 2011 NE 01 0001, 2011 NE 02 0009

Dear Mr. Watiker:

The Comptroller of the Currency (OCC) has reviewed and found no exception to the documents submitted by Wilmington Trust, FSB, Wilmington, Delaware, to complete the conversion process. The effective date of the conversion is June 30, 2011 at 11:59 pm. The converted bank's title will be Wilmington Trust, National Association ("WTNA#1").<sup>1</sup> This is also the official authorization to the converted bank to exercise fiduciary powers.

This letter is also the official certification of the OCC to merge the WTNA#1 with and into M&T Bank, National Association, Oakfield, New York, effective as of July 1, 2011, at 12:01 am. The resulting bank title is Wilmington Trust, National Association (WTNA"), charter number 22859. This is also official authorization for the resulting bank to operate the main office of M&T Bank, National Association, as a branch and the assigned OCC branch number is A149968, located at 48 Main Street, Oakfield, NY 14125, and to be known as the "M&T Main Street" branch.

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<sup>1</sup> On July 1, 2011, at 12 am, M&T Bank Corporation will contribute the stock of M&T Bank, National Association to Wilmington Trust Corporation.

This letter is also the official certification of the OCC to merge the M&T Trust Company of Delaware, Inc., Wilmington, Delaware with and into WTNA, effective as of July 1, 2011, at 12:03 am.<sup>2</sup> The resulting bank title is Wilmington Trust, National Association, charter number 22859.

This final approval is subject to the following conditions imposed in the preliminary conditional approval:

1. WTNA's Board of Directors and Management shall take all steps necessary to ensure that the commitments set forth in a letter dated June 29, 2011 ("Commitment Letter"), by Mark J. Czarnecki, President and Chief Executive Officer, M&T Bank, N.A. to Richard T. Baskin, Assistant Deputy Comptroller, are fully adopted, in accordance with the relevant timeframes included in the Commitment Letter, and adhered to thereafter.
2. WTNA shall not make any significant deviation or change from its business plan, as reflected in the Applications and supplemental materials provided to the OCC in connection with the Applications, without receiving OCC's prior written determination of no objection.
3. WTNA shall not make any significant deviation or change from any subsequent business plan to which WTNA has received the OCC's prior written determination of no objection, without first submitting to the OCC sixty (60) days prior written notice and obtaining the OCC's prior written determination of no objection. For purposes of this condition, "significant deviation or change" is the same as defined in Appendix G to the Charters booklet of the Comptroller's Licensing Manual.

These conditions of approval are conditions "imposed in writing by a Federal Agency in connection with any action on any application, notice or other request" within the meaning of 12 U.S.C. § 1818. As such, the conditions are enforceable under 12 U.S.C. § 1818.

The OCC may impose additional conditions it deems appropriate in any written determination of no objection it issues in response to WTNA.

Please notify this office of any increase in capital stock or surplus as a result of these transactions so that we may certify the increase in permanent capital. In addition, please submit the following documents:

- An executed merger agreement for the merger of M& T Trust Company of Delaware, Inc., with and into WTNA and Articles of Association for the Resulting bank.

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<sup>2</sup> On July 1, 2011, at 12:02 am, NWTNA will purchase all of the capital stock of M&T Trust Company of Delaware.

- A Secretary's Certificate for WTNA#1 and WTNA certifying that a majority of each bank's board of directors approved the mergers.

If the conversion and the combinations do not occur as represented in your email, dated June 29, 2011, this certification must be returned to the OCC.

Sincerely,



Steven Maggio  
Director for District Licensing





Comptroller of the Currency  
Administrator of National Banks

Washington, DC 20219

## CERTIFICATE OF CORPORATE EXISTENCE

I, Thomas J. Curry, Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq, as amended, and 12 USC 1, et seq, as amended, has possession, custody, and control of all records pertaining to the chartering, regulation, and supervision of all national banking associations.


2. "Wilmington Trust, National Association," Wilmington, Delaware (Charter No. 22859), is a national banking association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this certificate.

IN TESTIMONY WHEREOF, today,

October 1, 2012, I have hereunto subscribed  
my name and caused my seal of office to be  
affixed to these presents at the U.S.

Department of the Treasury, in the City of  
Washington, District of Columbia.



  
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Comptroller of the Currency