

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 03/02/2012 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | RBC Bank (USA) | | 03/02/2012 |
| | | | Entity Type |
| | | | CORPORATION: NORTH CAROLINA |
| RECEIVING PARTY DATA | | | |
| Name: | PNC Bank, National Association | | |
| Street Address: | 222 Delaware Avenue | | |
| City: | Wilmington | | |
| State/Country: | DELAWARE | | |
| Postal Code: | 19801 | | |
| Entity Type: | national banking association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 2 | | | |
| | Property Type | Number | Word Mark |
| | Registration Number: | 3223112 | NATURE'S PEARL |
| | Registration Number: | 3222584 | THE SMARTER GRAPE |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Email: | trademarks@parkerpoe.com | | |
| Correspondent Name: | William B. Cannon | | |
| Address Line 1: | 150 Fayetteville St., Ste. 1400 | | |
| Address Line 4: | Raleigh, NORTH CAROLINA 27601 | | |
| ATTORNEY DOCKET NUMBER: | 133169 | | |
| NAME OF SUBMITTER: | William B. Cannon | | |

| | |
|---|---------------------|
| Signature: | /William B. Cannon/ |
| Date: | 04/12/2013 |
| Total Attachments: 3 source=RBC Bank to PNC Merger#page1.tif source=RBC Bank to PNC Merger#page2.tif source=RBC Bank to PNC Merger#page3.tif | |

State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57C-9A-22(a), 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is PNC Bank, National Association ^{national banking}, a *(check one)* ^{association}
 corporation, nonprofit corporation, professional corporation, limited liability company,
 limited partnership, partnership, limited liability partnership organized under the laws of
United States *(state or country)*.

2. The address of the surviving entity is:

Street Address 222 Delaware Avenue City Wilmington
 State Delaware Zip Code 19801 County New Castle

(Complete only if the surviving business entity is a foreign business entity that is not authorized to transact business or conduct affairs in North Carolina.) The mailing address of the surviving foreign business entity is: c/o PNC Legal Department, 249 Fifth Avenue, 21st Floor, Pittsburgh, PA 15222-2707

The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

3. For each merging entity: *(if more than one, complete on separate sheet and attach.)*
 The name of the merged entity is RBC Bank (USA), a *(check one)*
 corporation, nonprofit corporation, professional corporation, limited liability company,
 limited partnership, partnership, limited liability partnership organized under the laws of
North Carolina *(state or country)*.
4. If the surviving business entity is a domestic business entity, the text of each amendment, if any, to the Articles of Incorporation, Articles of Organization, or Certificate of Limited Partnership within the Plan of Merger is attached.
5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.
6. These articles will be effective upon filing unless a delayed date and/or time is specified 3/2/2012.

This the 2nd day of March, 20 12.

11:59 p.m.

PNC Bank, National Association

Name of Entity



Signature

Laura L. Long, Assistant Secretary

Type or Print Name and Title

NOTES:

- Filing fee is \$50 for For-profit entities.
- Filing fee is \$25 for Non-profit entities.
- This document must be filed with the Secretary of State. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1



Comptroller of the Currency
Administrator of National Banks

Northeastern District Office
340 Madison Avenue, 5th Floor
New York, New York 10173

Licensing Division
Telephone No.: 212.790.4055
Fax No.: 301.333.7015

March 2, 2012

James S. Keller
Chief Regulatory Counsel
The PNC Financial Services Group, Inc.
249 Fifth Avenue
One PNC Plaza, 21st Floor
Pittsburgh, Pennsylvania 15222-2707

Re: Application to merge RBC Bank (USA), Raleigh, North Carolina, with and into PNC Bank,
National Association, Wilmington, Delaware under the charter and title of the latter
Control No: 2011 NE 02 0021 Charter No: 1316

Dear Mr. Keller:

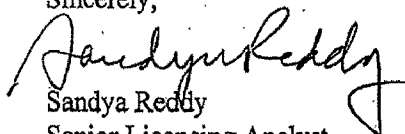
This letter is the official certification of the approval of the Comptroller of the Currency ("OCC") to merge RBC Bank (USA), Raleigh, North Carolina with and into PNC Bank, National Association, Wilmington, effective March 2, 2012 at 11:59 pm. The resulting bank title is PNC Bank, National Association, Charter No. 1316.

This is also the official authorization given to PNC Bank, National Association, to operate the branches and the main office of RBC Bank (USA) as branches. A listing of each newly authorized branch and its assigned OCC branch number is attached.

Please notify this office of any increase in capital stock or surplus as a result of this transaction so that we may certify the increase in permanent capital.

If you have any questions, please contact me at (212) 790-4055.

Sincerely,


Sandya Reddy
Senior Licensing Analyst



OFFICE OF THE COMMISSIONER OF BANKS

**CERTIFICATE OF AUTHORITY
FOR ARTICLES OF MERGER**

PNC Bank, National Association, a national banking corporation organized and existing under the laws of the United States, and located in Pittsburgh, Pennsylvania, and RBC Bank (USA), a North Carolina state-chartered commercial bank organized and existing under the laws of the State of North Carolina and located in Raleigh, Wake County, North Carolina, have submitted to the Office of the Secretary of State for the State of North Carolina, Articles of Merger between PNC Bank, National Association, and RBC Bank (USA) for the purpose of merging RBC Bank (USA) into PNC Bank, National Association, with the surviving entity being PNC Bank, National Association.

Authority to file the Articles of Merger, is therefore, granted, the said merger to be effective on the date and at the time specified therein.

This the 7th day of March, 2012.

A handwritten signature in black ink, appearing to read "Ray Grace", written over a horizontal line.

Ray Grace
Interim Commissioner of Banks

