

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM393425

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	08/01/2016

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
First Niagara Financial Group, Inc.		08/01/2016	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	KeyCorp
<b>Street Address:</b>	127 Public Square
<b>City:</b>	Cleveland
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	44114
<b>Entity Type:</b>	Corporation: OHIO

## PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Serial Number:	85827016	BIZ200
Serial Number:	85827100	BIZ500
Serial Number:	77860445	BELIEF BACKER BUNDLES
Serial Number:	76043254	BUSINESSWI\$E
Serial Number:	85635708	CROSS-SOLVE
Serial Number:	85635848	CROSS-SOLVING
Serial Number:	77820531	
Serial Number:	77842335	
Serial Number:	85894839	FIRST NIAGARA CENTER
Serial Number:	85434994	FIRST NIAGARA CENTER
Serial Number:	85406289	FIRST NIAGARA CENTER
Serial Number:	78168607	FIRST NIAGARA
Serial Number:	77012861	FIRST NIAGARA
Serial Number:	77588492	FIRST NIAGARA
Serial Number:	77329344	FIRST NIAGARA
Serial Number:	76005479	FIRST NIAGARA E-CD
Serial Number:	75890902	FIRST NIAGARA
Serial Number:	77767294	FIRST NIAGARA

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	77801582	FIRST NIAGARA
Serial Number:	77820307	FIRST NIAGARA
Serial Number:	77978372	THE POWER TO GET MORE OUT OF YOUR MONEY.
Serial Number:	86607962	STUDENTFIRST
Serial Number:	76497517	ULTRA FLEX HOME EQUITY
Serial Number:	85507751	WE LOVE UPSTATE NY
Serial Number:	85529940	WE LOVE UPSTATE NY

**CORRESPONDENCE DATA**

**Fax Number:** 2165665800

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 2165665605

**Email:** tom.zych@thompsonhine.com

**Correspondent Name:** Thomas F. Zych

**Address Line 1:** 127 Public Square

**Address Line 2:** 3900 Key Center

**Address Line 4:** Cleveland, OHIO 44114-1291

<b>NAME OF SUBMITTER:</b>	Thomas F. Zych
<b>SIGNATURE:</b>	/Thomas F. Zych/
<b>DATE SIGNED:</b>	08/02/2016

**Total Attachments: 5**

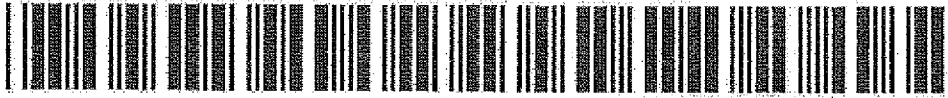
source=CERTIFICATE OF MERGER-KEYCORP-FNFG#page1.tif

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DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/29/2016	201621100336	Merger (MER)	99.00	300.00	0.00	0.00	0.00

**Receipt**

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

THOMPSON HINE LLP  
 ATTN: CAROL R. RUSSELL  
 41 SOUTH HIGH STREET, SUITE 1700  
 COLUMBUS, OH 43215

**STATE OF OHIO  
 CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**276604**

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

**KEYCORP**

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

Document(s):

Merger

Document No(s):

201621100336

Effective Date: 08/01/2016



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 July, A.D. 2016.

*Jon Husted*  
 Ohio Secretary of State



Form 551 Prescribed by:

**JON HUSTED**  
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3463)  
Central Ohio: (614) 466-3910

[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[busserv@OhioSecretaryofState.gov](mailto:busserv@OhioSecretaryofState.gov)

File online or for more information: [www.OHBusinessCentral.com](http://www.OHBusinessCentral.com)

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 1329  
Columbus, OH 43216

Expedite Filing (Two business day processing time.  
Requires an additional \$100.00)

P.O. Box 1390  
Columbus, OH 43216

## Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

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

**I. (Surviving) Entity**

A. Name of Entity Surviving the Merger

KeyCorp

B. Name Change: As a result of this merger, the name of the surviving entity has 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).

1.  Domestic (Ohio entity)       Foreign (Non-Ohio Entity)

Jurisdiction of formation

2. Charter/Registration/License Number

276604

(If licensed in Ohio as domestic or foreign)

3.  For-Profit Corporation
- Nonprofit Corporation
- For-Profit Limited Liability Company
- Nonprofit Limited Liability Company
- Partnership
- Limited Partnership
- Limited Liability Partnership
- Unincorporated Nonprofit Association

RECEIVED  
SECRETARY OF STATE  
2016 JUL 23 AM 9:09  
CLIENT SERVICE CENTER

**II. CONSTITUENT ENTITY**

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/Registration Number	Jurisdiction of Formation	Type of Entity
First Niagara Financial Group, Inc.		Delaware	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 merger agreement upon written request:

KeyCorp		
Name		
127 Public Square		
Mailing Address		
Cleveland	Ohio	44114
City	State	Zip Code

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on 8/1/2016 at 12:01 a.m. (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

**VI. STATEMENT OF MERGER**

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

**VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.**  
If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name

Mailing Address

City

Ohio

State

Zip Code

**VIII. AMENDMENTS**

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached

No Amendments

**IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

**X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY**

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

- Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
- Foreign Notice (If qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
- Foreign Qualifying Limited Liability Company - Form 533B
- Foreign Qualifying Limited Partnership - Form 531B
- Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

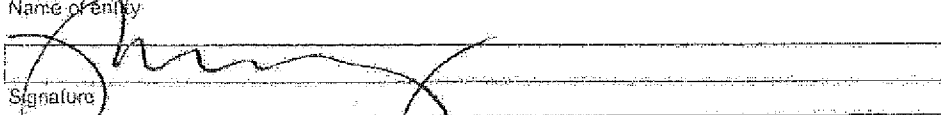
The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

KeyCorp  
Name of entity

By:   
Signature

Its: Donald R. Kimble, Chief Financial Officer  
Title

First Niagara Financial Group, Inc.  
Name of entity

By:   
Signature

Its: Gary M. Crosby, President and Chief Executive Officer  
Title

Name of entity

By: \_\_\_\_\_  
Signature

Its: \_\_\_\_\_  
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)), this includes all merging and surviving entities.