

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM472143

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	01/31/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE BOSTON COMPANY ASSET MANAGEMENT, LLC		01/26/2018	Limited Liability Company: MASSACHUSETTS

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
MELLON CAPITAL MANAGEMENT CORPORATION	01/26/2018	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	BNY MELLON ASSET MANAGEMENT NORTH AMERICA CORPORATION
Street Address:	BNY MELLON CENTER
Internal Address:	1 BOSTON PLACE
City:	BOSTON
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	4980984	THE BOSTON COMPANY
Registration Number:	1885262	THE BOSTON COMPANY
Registration Number:	4980985	THE BOSTON COMPANY ASSET MANAGEMENT, LLC

CORRESPONDENCE DATA

Fax Number: 4122883063

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: 412-288-7284

Email: ptoipinbox@reedsmith.com

Correspondent Name: Kirsten R. Rydstrom ,Esquire

Address Line 1: P.O. Box 488

Address Line 2: REED SMITH LLP

TRADEMARK

Address Line 4: PITTSBURGH, PENNSYLVANIA 15230-0488

ATTORNEY DOCKET NUMBER: 480000.20790

NAME OF SUBMITTER: Kimberly L.Haney

SIGNATURE: /Kimberly L. Haney/

DATE SIGNED: 05/01/2018

Total Attachments: 5

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**CERTIFICATE OF MERGER OF THE BOSTON COMPANY ASSET MANAGEMENT, LLC
WITH AND INTO MELLON CAPITAL MANAGEMENT CORPORATION**

(under Section 264 of the General Corporation Law of the State of Delaware and Section 59 of the
Massachusetts Limited Liability Company Act)

The undersigned Mellon Capital Management Corporation, a Delaware corporation, DOES HEREBY
CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities are as
follows:

Name	Jurisdiction of Formation or Organization
Mellon Capital Management Corporation	Delaware
The Boston Company Asset Management, LLC	Massachusetts

SECOND: The Agreement and Plan of Merger, dated as of January 26, 2018, between Mellon Capital
Management Corporation and The Boston Company Asset Management, LLC has been approved,
adopted, certified, executed and acknowledged by each of the constituent entities in accordance with
Section 264(c) of the General Corporation Law of the State of Delaware, 8 Del. C. §101, et seq. (the
"DGCL"), Section 60(a) of the Massachusetts Limited Liability Company Act (the "Act"), and, with
respect to Mellon Capital Management Corporation and The Boston Company Asset Management, LLC,
Section 228 of the DGCL and Section 21 of the Act, respectively.

THIRD: The name of the surviving corporation is Mellon Capital Management Corporation (the
"Surviving Corporation"), and its name shall be changed to BNY MELLON ASSET MANAGEMENT
NORTH AMERICA CORPORATION.

FOURTH: The certificate of incorporation of the Surviving Corporation in effect immediately prior to the
merger shall be amended and restated in its entirety as set forth on Exhibit A hereto and, as so amended
and restated, shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: The merger shall be effective at 11:59 p.m. on January 31, 2018.

SIXTH: The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation
at 50 Fremont Street, Suite 3900, San Francisco, CA 94105.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation,
on request and without cost, to any member of The Boston Company Asset Management, LLC or any
stockholder of Mellon Capital Management Corporation.

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:51 PM 01/26/2018
FILED 05:51 PM 01/26/2018
SR 20180536044 - FileNumber 2014580

TRADEMARK
REEL: 006324 FRAME: 0186

IN WITNESS WHEREOF, Surviving Corporation has caused this certificate to be signed by a duly authorized officer on this 26th day of January, 2018.

MELLON CAPITAL
MANAGEMENT CORPORATION

By: 

Name: James D. Macintyre

Title: CEO

[Signature Page to Certificate of Merger]

TRADEMARK
REEL: 006324 FRAME: 0187

Exhibit A

Amended and Restated Certificate of Incorporation

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MELLON CAPITAL MANAGEMENT CORPORATION**

Mellon Capital Management Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation was originally incorporated under the name Mellon Financial Services Corporation #6. The date of filing of its original Certificate of Incorporation with the Secretary of State was August 9, 1983.

2. The Corporation changed its name to Mellon Capital Management Corporation pursuant to a Certificate of Amendment filed on February 6, 1991.

3. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware, and it hereby amends and restates the Certificate of Incorporation of the Corporation as follows:

FIRST: The name of the Corporation is BNY MELLON ASSET MANAGEMENT NORTH AMERICA CORPORATION.

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock that the Corporation is authorized to issue is 112,750,000, each of which shares has a par value of \$0.0001. The Corporation is authorized to issue two classes of capital stock, which are designated "Class A Common Stock," and "Class B Non-Voting Common Stock". Class A Common Stock and Class B Non-Voting Common Stock are referred to herein collectively as "Common Stock." Of the 112,750,000 authorized shares of Common Stock, 90,200,000 shares shall be designated as Class A Common Stock, and 22,550,000 shares shall be designated as Class B Non-Voting Common Stock. Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held on the record date for voting on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. Each holder of shares of Class B Non-Voting Common Stock shall not be entitled to vote on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation except as otherwise required by law. Except as expressly provided in this Article Fourth, Class A Common Stock and Class B Non-Voting Common Stock shall have the same rights, powers and preferences and rank equally and share ratably, including as to dividends.

FIFTH: Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any bylaw whether adopted by them or otherwise.

SEVENTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.