

03-26-2001

Docket No. 06512.0001-0000



TRADEMARK RECORDATION FORM COVER SHEET

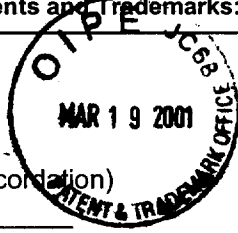
3-19-01

101647484

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- Submission Type options: New, Resubmission, Correction of PTO Error, Corrective Document



Conveyance Type

- Conveyance Type options: Assignment, License, Security Agreement, Nunc Pro Tunc Assignment, Merger, Change of Name, Other

Conveying Party

Conveying Party details: Name (First Maryland Bancorp), Formerly, Individual/General Partnership/Limited Partnership/Corporation/Association, Citizenship/State of Incorporation/Organization (Maryland)

Receiving Party

Receiving Party details: Name (Allfirst Financial Inc.), DBA/AKA/TA, Composed of, Address (line 1-3), Individual/General Partnership/Limited Partnership/Corporation/Association, Citizenship/State of Incorporation/Organization (Delaware)

FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number

202-663-8000

Name Caroline C. Smith

Address (line 1) 2300 N Street, NW

Address (line 2) Washington, D.C. 20037-1128

Address (line 3) _____

Address (line 4) _____

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 5

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

_____	_____	_____	<u>1836360</u>	<u>1862760</u>	<u>1920138</u>
_____	_____	_____	<u>989789</u>	<u>989788</u>	<u>1153390</u>
_____	_____	_____	<u>1953872</u>	<u>1966040</u>	<u>1966041</u>

Number of Properties Enter the total number of properties involved. # 27

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 690.00

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # _____

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Caroline C. Smith
Name of Person Signing

Caroline C. Smith
Signature

3/19/01
Date Signed

SHAW PITTMAN
TRADEMARK RECORDATION FORM COVER SHEET CONTINUATION

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name _____

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization _____

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name _____

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<u>1563770</u>	<u>1587122</u>	<u>2307237</u>
<u>1159960</u>	<u>1131947</u>	<u>1410854</u>
<u>1399062</u>	<u>1399063</u>	<u>1413620</u>
<u>1411632</u>	<u>2013836</u>	<u>2104394</u>
<u>1981901</u>	<u>1999077</u>	<u>1303088</u>
<u>1407033</u>	<u>1642286</u>	<u>1402141</u>
_____	_____	_____

FIRST MARYLAND BANCORP
AND
ALLFIRST FINANCIAL INC.

ADD TRACK

9/15/99 1032

THIS IS TO CERTIFY THAT:

FIRST: First Maryland Bancorp and Allfirst Financial Inc. agree to merge (the "Merger") in the manner hereinafter set forth. Allfirst Financial Inc. ("Surviving Corporation") will survive the Merger as a Delaware corporation.

SECOND: First Maryland Bancorp ("Merging Corporation") is a corporation formed under the laws of the State of Maryland and was incorporated on September 11, 1973. Surviving Corporation is a corporation formed under the laws of the State of Delaware.

THIRD: Merging Corporation has its principal office in Baltimore, Maryland and does not own any interest in land in the State of Maryland. The principal office of Surviving Corporation is located at 25 S. Charles Street, Baltimore City, Maryland 21201.

FOURTH: The terms and conditions of the Merger were duly advised, authorized and approved by each corporation party to these Articles in the manner and by the vote required by its charter and by the laws of the state of its incorporation, as follows:

(a) With respect to Surviving Corporation, the Merger was approved its Board of Directors pursuant to Section 252 of the Delaware General Corporation Law by unanimous written consent dated September 10, 1999.

(b) With respect to Merging Corporation, its Board of Directors, at a meeting duly called and held on August 10, 1999, adopted a resolution approving the Merger on the terms and conditions set forth herein and directed that the Merger be submitted for consideration by the stockholders of Merging Corporation. The proposed Merger was approved by the stockholders of Merging Corporation by unanimous written consent dated September 8, 1999, all in accordance with the articles of incorporation of Merging Corporation and applicable law.

FIFTH: The charter of Surviving Corporation will not be amended as a result of the merger.

SIXTH: The total number of shares of all classes of capital stock which Surviving Corporation is authorized to issue ("Surv-

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STATE OF MARYLAND

I hereby certify that the foregoing is a true and correct copy of the original as filed in the office of the Secretary of State.

BY: [Signature] 9/15/99

Secretary of State

This stamp is not valid unless it is countersigned by the Secretary of State.

TRADEMARK
REEL: 002257 FRAME: 0389

iving Corporation Capital Stock") is 1,300,000 shares, divided into the following classes: 1,200,000 shares of common stock, par without par value; 90,000 shares of 4.50% Redeemable Preferred Stock, par value \$5.00 per share; and 10,000 shares of preferred stock, par value \$1.00 per share.

The total number of shares of all classes of stock which Merging Corporation is authorized to issue (collectively, "Merging Corporation Capital Stock") is 1.209 billion shares, divided into the following classes: 1,200,000,000 shares of common stock, par value \$1/7 per share ("Merging Corporation Common Stock"); 90,000 shares of 4.50% Redeemable Preferred Stock, par value \$5.00 per share (the "4.50% Preferred Stock"); and 9,000,000 shares of Preferred Stock, Series A, par value \$5.00 per share. The aggregate par value of all shares of all classes of capital stock of the Corporation is \$216,428,400.

SEVENTH: The manner and basis of converting or exchanging issued stock of the merging corporations and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each share of Surviving Corporation Capital Stock, if any, which is issued and outstanding at the effective time of the Merger (the "Effective Time") shall remain issued and outstanding and shall be unaffected by the Merger.

(b) Each share of Merging Corporation Common Stock outstanding immediately prior to the Effective Time shall be converted into the right to receive 1/1000 of a share of the common stock of Surviving Corporation.

(c) Each share of 4.50% Preferred Stock outstanding immediately prior to the Effective Time shall be converted into the right to receive one share of the 4.50% Redeemable Preferred Stock, par value \$5.00 per share, of Surviving Corporation.

(d) Each share of Preferred Stock, Series A, par value \$5.00 per share outstanding immediately prior to the Effective Time shall be cancelled without consideration.

(e) All shares of Merging Corporation Common Stock that are owned by Merging Corporation as treasury stock and all shares of Merging Corporation Common Stock owned by Surviving Corporation or any of its affiliates immediately prior to the Effective Time, other than any such shares held directly or indirectly in trust accounts, managed accounts and similar accounts or otherwise held in a fiduciary or custodial capacity that are beneficially owned by third parties, and other than any shares of Merging Corporation Common Stock held by Surviving Corporation or its affiliates

in respect of debt previously contracted, shall be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefor.


(f) After the Effective Time, each holder of a certificate for theretofore outstanding shares of Merging Corporation Capital Stock, upon surrender to Surviving Corporation of such certificate, shall be entitled to receive in exchange therefor the shares of capital stock of Surviving Corporation into which such Merging Corporation Capital Stock is converted, as provided in this Article SEVENTH. Until so surrendered, each outstanding certificate which, prior to the Effective Time represented Merging Corporation Capital Stock will be deemed to evidence the right to receive such shares of capital stock of Surviving Corporation. After the Effective Time, there shall be no further registration or transfer on the records of Merging Corporation Capital Stock. No interest shall accrue or be payable on the shares of capital stock of Surviving Corporation to be delivered in exchange for shares of Merging Corporation Capital Stock, regardless of when any such amount is actually received by a holder of Merging Corporation Capital Stock.

(signatures appear on next page)

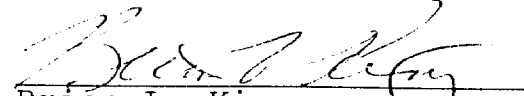
executed by the parties on September 13, 1999.

ATTEST:

FIRST MARYLAND BANCORP




Gregory K. Thoreson
Assistant Secretary

By:  (SEAL)

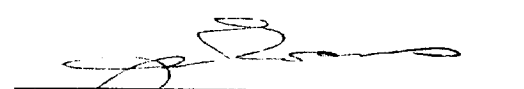
Brian L. King
Executive Vice President

ATTEST:

ALLFIRST FINANCIAL INC.




Gregory K. Thoreson
Assistant Secretary

By:  (SEAL)

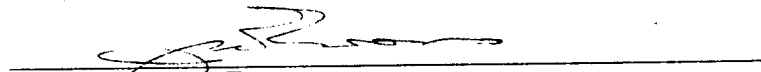
Jerome W. Evans
Executive Vice President

THE UNDERSIGNED, Brian L. King, of First Maryland Bancorp, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Brian L. King
Executive Vice President

THE UNDERSIGNED, Jerome W. Evans, of Allfirst Financial Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Jerome W. Evans
Executive Vice President

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I hereby certify under penalties of perjury that I am the duly appointed and acting resident agent for Allfirst Financial Inc., a Delaware corporation and the successor by merger to First Maryland Bancorp, a Maryland corporation. My address is as follows:

25 South Charles St.
Mailcode 101-850
Baltimore, Maryland 21201

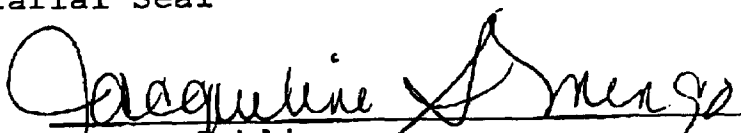
I am a natural person and a resident of the State of Maryland.

Allfirst Financial Inc. was formed under the laws of the State of Delaware on August 12, 1999. The address of Allfirst Financial Inc. in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.


Ralph V. Partlow III

I hereby certify that on this 15th day of September, 1999, before me, the undersigned Notary Public of the State of Maryland, personally appeared Ralph V. Partlow III, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing Affidavit and that he or she executed the same for the purposes therein contained.

WITNESS my hand and Notarial Seal


Notary Public

(Notary Seal)

My commission expires: 7/1/2000

TOTAL P.02