

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Second National Bank of Warren, The		07/22/2004	CORPORATION:

RECEIVING PARTY DATA	
Name:	Sky Bank
Street Address:	10 East Main Street
City:	Salineville
State/Country:	OHIO
Postal Code:	43945
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 9		
Property Type	Number	Word Mark
Registration Number:	2804457	SECOND NATIONAL BANK THE PEOPLE MAKING BANKING BETTER.
Registration Number:	2775187	SNB SECOND NATIONAL BANK
Registration Number:	2764012	SNB SECOND NATIONAL BANK
Registration Number:	2697311	CLIENT ADVANTAGE PROGRAM SECOND NATIONAL BANK
Registration Number:	2651026	SECOND NATIONAL BANK THE PEOPLE MAKING BANKING BETTER.
Registration Number:	2307173	SECOND NATIONAL BANK OF WARREN
Registration Number:	2307172	SECOND NATIONAL BANK
Registration Number:	2307171	SECOND NATIONAL BANK
Registration Number:	2308708	SECOND NATIONAL BANK OF WARREN

CORRESPONDENCE DATA	
Fax Number:	(419)254-6345
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(419) 327-6311

OP \$240.00 2804457

Email: keller.smith@skyfi.com
Correspondent Name: C. J. Keller Smith
Address Line 1: 221 South Church Street
Address Line 4: Bowling Green, OHIO 43402

NAME OF SUBMITTER:

C. J. Keller Smith

Total Attachments: 11

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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/02/2004	200418401128	MERGER/DOMESTIC (MER)	125.00	.00	.00	.00	.00

Receipt

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

DIVISION OF FINANCIAL INSTITUTIONS
 ANDREW RUSSELL
 77 SOUTH HIGH ST. 21ST FL
 COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

263140

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

SKY BANK

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

Document(s)

MERGER/DOMESTIC

Document No(s):

200418401128



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 2nd day of July, A.D.
 2004.

J. Kenneth Blackwell
 Ohio Secretary of State

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/02/2004	200418401128	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

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

DIVISION OF FINANCIAL INSTITUTIONS
ANDREW RUSSELL
77 SOUTH HIGH ST. 21ST FL
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1035075

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
THE SECOND NATIONAL BANK OF WARREN
and, that said business records show the filing and recording of:

Document(s)
MERGED OUT OF EXISTENCE

Document No(s):
200418401128



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 2nd day of July, A.D.
2004.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> No	PO Box 1329 Columbus, OH 43216

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER
(For Domestic or Foreign, Profit or Non-Profit)
Filing Fee \$125.00
(154-MER)

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

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Sky Bank

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

- Domestic (Ohio) For-Profit Corporation, charter number 263140
- Domestic (Ohio) Non-Profit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio, _____
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

W. Granger Souder, Jr. 221 South Church Street
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
Bowling Green, Ohio 43402
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

[Handwritten signature]

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

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

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

[] Attachments are provided [x] No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
, Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. **Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) **Ohio** (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

_____, _____, _____
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

_____, Ohio _____
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Sky Bank
(Exact name of entity)
By: [Signature]
Its: Marty E. Adams, President and CEO
Date: 6/23/04

The Second National Bank of Warren
(Exact name of entity)
By: [Signature]
Its: R. L. (Rick) Blossom, President and CEO
Date: 06-23-04

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

(Exact name of entity)
By: _____
Its: _____
Date: _____

**STATE OF OHIO
DEPARTMENT OF COMMERCE
DIVISION OF FINANCIAL INSTITUTIONS**

CERTIFICATE OF APPROVAL

THIS IS TO CERTIFY:

WHEREAS, Sky Bank, Salineville, Ohio, is an Ohio-chartered bank doing business under authority granted by the Division of Financial Institutions ("Division") and subject to Chapters 1101. to 1127. of the Ohio Revised Code; and

WHEREAS, The Second National Bank of Warren, Warren, Ohio, is a federally chartered bank doing business in the State of Ohio under authority granted by the Office of the Comptroller of the Currency, and

WHEREAS, Sky Financial Group, Inc., Bowling Green, Ohio, ("SFG") is an Ohio corporation and the sole owner of Sky Bank; and

WHEREAS, Second Bancorp, Inc., Warren, Ohio, ("SBI") is an Ohio corporation and the sole owner of The Second National Bank of Warren; and

WHEREAS, SBI and SFG have entered into a merger agreement whereby SBI will merge with and into SFG, whereupon The Second National Bank of Warren will become a wholly owned subsidiary of SFG, and

WHEREAS, on March 29, 2004, Sky Bank filed an application with the Division for approval of the merger of The Second National Bank of Warren with and into Sky Bank under the charter and title of the latter;

NOW, THEREFORE, upon consideration of the facts and circumstances of the proposed transaction and the factors set forth in §1115.11(D) of the Ohio Revised Code, we hereby approve the merger of The Second National Bank of Warren with and into Sky Bank, under the charter and title of the latter, subject to all of the following conditions:

1. The merger shall be done in accordance with the terms and conditions of the respective agreements by and among SFG, SBI, Sky Bank, and The Second National Bank of Warren.
2. Prior to the consummation of the acquisition of The Second National Bank of Warren by SFG and the merger of The Second National Bank of Warren with and into Sky Bank, SFG and Sky Bank shall have received all of the required federal approvals and submitted copies thereof to the Division.
3. Prior to the effective time of the merger of The Second National Bank of Warren with and into Sky Bank, Sky Bank shall submit to the Division a Certificate of Merger, prepared in accordance with §§1115.11(F) and 1701.81 of the Ohio Revised Code; a check in the amount of \$125, payable to the Ohio Secretary of State; and a certification by an officer of each constituent institution to the merger that the reorganization has been approved by the directors and

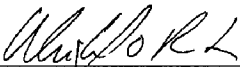
CERTIFICATE OF APPROVAL
Page 2

shareholders of the institution in accordance with all applicable state and federal laws and the institution's Articles of Incorporation and Code of Regulations.


4. The merger of The Second National Bank of Warren with and into Sky Bank shall be effective on the date specified in the Certificate of Merger or, if no date is so specified, on the date the Certificate of Merger is filed with the Secretary of State.
6. The merger of The Second National Bank of Warren with and into Sky Bank shall be consummated within one year of the date of this order, unless the Division grants additional time.
7. The fact of consummation of the merger of The Second National Bank of Warren with and into Sky Bank shall be published in newspapers of general circulation in Columbiana and Trumbull Counties, Ohio, within two weeks after the effective date of the merger and copies of the publications, showing the newspapers and dates of publication, shall be filed with the Division within thirty days after publication, as required by §1115.18 of the Ohio Revised Code.
8. All oral and written representations and commitments made by or on behalf of SFG and Sky Bank to the Division in connection with the applications shall be binding upon SFG and Sky Bank.

IN WITNESS WHEREOF, we hereunto set our hands this Seventh day of June, 2004.

Division of Financial Institutions



Michael O. Roark
Deputy Superintendent for Banks



F. Scott O'Donnell
Superintendent