

08-24-1998

OMB No. 0651-0011 (exp. 4/94)



To the Honorable Commission

100797869

attached original documents or copy thereof.

MLO 8-20-98

1. Name of conveying party(ies):  
Interra Financial Incorporated  
60 South Sixth Street  
Minneapolis, Minnesota 55402

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 29, 1997; Effective Date: January 2, 1998

2. Name and address of receiving party(ies)

Name: Dain Rauscher Corporation

Internal Address: \_\_\_\_\_

Street Address: 60 South Sixth Street

City: Minneapolis State: MN ZIP: 55402

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)  
Additional name(s) & address(es) attached  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No. (s)

75/386,459  
75/399,327  
75/410,136

B. Trademark Registration No.(s)

1,798,880  
2,026,628

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elizabeth C. Buckingham

Internal Address: Dorsey & Whitney LLP

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP: 55402

6. Total Number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) ..... \$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

04-1420

(Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. 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.

Elizabeth C. Buckingham  
Name of person Signing

Elizabeth C. Buckingham  
Signature

8/19/98  
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DAIN RAUSCHER CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "INTERRA FINANCIAL INCORPORATED" UNDER THE NAME OF "DAIN RAUSCHER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 5:01 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

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Edward J. Freel, Secretary of State

AUTHENTICATION

0795695 8100M

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DATE:

TRADEMARK

REEL: 1772 FRAME: 0140

08-04-98

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
DAIN RAUSCHER CORPORATION  
INTO  
INTERRA FINANCIAL INCORPORATED**

Pursuant to Section 253 of the Delaware General Corporation Law, INTERRA FINANCIAL INCORPORATED, a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

**FIRST**, that this Corporation owns all of the outstanding shares of stock of DAIN RAUSCHER CORPORATION, a corporation incorporated on the 22nd day of December, 1997, pursuant to the laws of the State of Delaware.

**SECOND**, that this Corporation by the following resolutions duly adopted by its Board of Directors at a meeting held on the 21st day of October, 1997 authorized the merger of Dain Rauscher Corporation with and into this Corporation:

**FURTHER RESOLVED**, that the merger of Dain Rauscher Corporation with and into Interra Financial Incorporated (the "Merger") shall become effective at the time specified in the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware.

**FURTHER RESOLVED**, that upon the effectiveness of the Merger, Interra Financial Incorporated shall merge into itself its wholly-owned subsidiary, Dain Rauscher Corporation, and shall assume all of the liabilities and obligations of such subsidiary.

**FURTHER RESOLVED**, that upon the effectiveness of the Merger, all of the outstanding shares of stock of Dain Rauscher Corporation owned by this Corporation shall be canceled, and no securities of this Corporation or any other Corporation nor any money or other property shall be issued to this Corporation in exchange therefor.

**FURTHER RESOLVED**, that upon the effectiveness of the Merger, the name of this Corporation shall be "Dain Rauscher Corporation."

**FURTHER RESOLVED**, that the proper officers of this Corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of their adoption, to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy to be recorded in the office of the Recorder of Deeds of New Castle County and to do all such and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the Merger and change of name.


STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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THIRD, that in accordance with the authority granted in said resolutions this Certificate of Ownership and Merger is being filed with the Secretary of State of the State of Delaware in order to effect such merger as of 12:01 a.m., Eastern Standard Time, on January 2, 1998.

IN WITNESS WHEREOF, this Corporation has caused this Certificate to be signed by its Senior Vice President and attested by its Assistant Secretary this 29th day of December, 1997.

INTERRA FINANCIAL INCORPORATED

By   
Daniel T. Russ  
Senior Vice President

  
Bentley J. Anderson  
Assistant Secretary



Carle A. Smith  
Senior Vice President  
General Counsel  
and Secretary  
  
Dain Bosworth Plaza  
88 South Sixth Street  
Wilmington, DE 19801  
  
Tel 612 341-7884  
Fax 612 341-7755

VIA FACSIMILE

December 29, 1997

Office of the Secretary of State  
State of Delaware  
CoveL State Office Building  
820 North French Street  
Wilmington, DE 19801

RE: Interra Financial Incorporated  
Corporate Name Change (DGCL § 102(a)(1))

Dear Sir or Madam:

Pursuant to conversations that you have had this afternoon with our local counsel, Mr. Mark Gentile of the law firm of Richards, Layton & Pincher, P.A., we are delivering this letter to you to confirm this corporation's agreement to indemnify the State of Delaware in full in connection with the matter described below.

Interra Financial Incorporated ("IFI") is a publicly-held Delaware corporation (formerly known as Inter-Regional Financial Group, Inc.). It has two wholly-owned subsidiaries incorporated in Delaware: Dain Bosworth Incorporated ("Dain Bosworth") and Rauscher Pierce Refines, Inc. ("Rauscher Pierce"). Pursuant to a previously announced corporate reorganization, IFI has determined to cause Rauscher Pierce to be merged with and into Dain Bosworth, with Dain Bosworth surviving under the name, "Dain Rauscher Incorporated." A certificate of merger has been filed with and accepted by your office, contemplating an effective date of January 2, 1998, for this merger.

In addition, in order more properly to reflect its business going forward as a trading company of Dain Rauscher Incorporated, IFI has determined to change its corporate name to "Dain Rauscher Corporation." IFI would accomplish this by filing a certificate of ownership and merger whereby a newly formed and wholly-owned subsidiary with such name will be merged with and into IFI. This merger would also be effective as of January 2, 1998.

Dain Bosworth - Rauscher Pierce Refines

The Secretary of State of  
the State of Delaware  
December 29, 1997  
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In addition, as the last stage of IPT's corporate reorganization plan, Dein Rauscher Incorporated (the Delaware corporate subsidiary) will be merged with and into a Minnesota corporation no later than March 2, 1998, with the result that the merged entity would be a Minnesota corporation having the name, "Dein Rauscher Incorporated."

We understand that your office seeks to avoid having two Delaware corporations with names that may be deemed to be confusing to the general public. As Mr. Gentile has discussed with you, however, we believe that, because the two Delaware entities following the merger described above will have common ownership and because the subsidiary will become a Minnesota corporation no later than March 2, 1998, the risk of confusion is quite limited. Furthermore, as noted above, IPT has agreed to indemnify and hold harmless the State of Delaware in the event that any third party brings an action naming the State of Delaware as a party thereto based upon the similarity of the two Delaware corporate names described above.

We thank you very much for your cooperation on this matter of great importance to this corporation. If you have any further questions concerning the matters described in this letter, please do not hesitate to call either Mr. Gentile at 302-651-7722, or the undersigned at 612-371-7858.

Sincerely,

Carla J. Smith  
Vice President and General Counsel

cc: Mark Gentile, Esq.

INTERURA