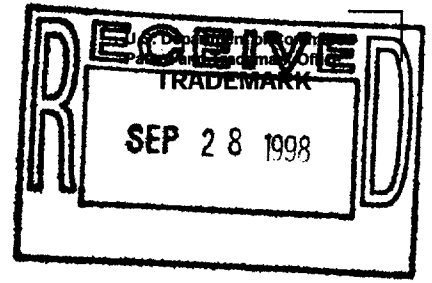


10-07-1998



100845059



### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment
  - License
  - Security Agreement
  - Nunc Pro Tunc Assignment
  - Merger
  - Change of Name
  - Other
- Effective Date  
Month Day Year

9.28.98

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

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.)

Other

Citizenship/State of Incorporation/Organization

10/02/1998 DNGUYEN 00000301 1707222

FOR OFFICE USE ONLY

01 FC:481 40.00 DP  
02 FC:482 200.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 1795 FRAME: 0865

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

1998 SEP 23 11 10: 27

OPR/FINANCE

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

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

#

**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)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Registration Number(s)**

<input type="text" value="1707222"/>	<input type="text" value="1828555"/>	<input type="text" value="1826601"/>
<input type="text" value="1933044"/>	<input type="text" value="2064138"/>	<input type="text" value="2060094"/>
<input type="text" value="2119814"/>	<input type="text" value="2160452"/>	<input type="text" value="2161858"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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

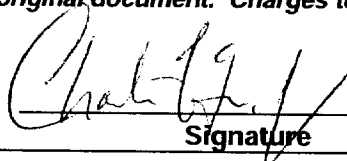
No

**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.

Charles F. Luce, Jr.

Name of Person Signing



Signature

September 23, 1998

Date Signed

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 MERGER, WHICH MERGES:

"FOUNDERS ASSET MANAGEMENT, INC.", A DELAWARE CORPORATION, WITH AND INTO "CORNICÉ ACQUISITION COMPANY, LLC" UNDER THE NAME OF "FOUNDERS ASSET MANAGEMENT LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 1998, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2826482 8100M

981125492

AUTHENTICATION:

DATE: 9006603

04-01-98

TRADEMARK  
REEL: 1795 FRAME: 0867

**CERTIFICATE OF MERGER  
MERCING  
FOUNDERS ASSET MANAGEMENT, INC.  
INTO  
CORNICE ACQUISITION COMPANY, LLC**

Cornice Acquisition Company, LLC, organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify that:

**FIRST:** The name and state of incorporation/organization of each of the constituent entities of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION/ORGANIZATION</u>
Founders Asset Management, Inc. (" <u>Founders</u> ")	Delaware
Cornice Acquisition Company, LLC (" <u>Merger Subsidiary</u> ")	Delaware

**SECOND:** In contemplation of a merger between Founders and Merger Subsidiary, an Agreement and Plan of Reorganization, dated as of December 11, 1997, by and among Mellon Bank, N.A., a national banking association ("Mellon"), Merger Subsidiary, Founders and Mr. Bjorn K. "Erik" Borgen (as amended, modified or supplemented from time to time, the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Limited Liability Company Act of the State of Delaware.

**THIRD:** Merger Subsidiary shall be the surviving entity. Article First of the Certificate of Formation of Merger Subsidiary shall be amended to change the name of Merger Subsidiary to Founders Asset Management LLC.

**FOURTH:** Such merger shall become effective at Noon (ET) on the 1st day of April, 1998 (the "Effective Time").

**FIFTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of Merger Subsidiary, the address of which is 2930 East Third Avenue, Denver, Colorado 80206.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by Merger Subsidiary, on request and without cost, to any stockholder or member of either constituent entity.

IN WITNESS WHEREOF, Merger Subsidiary has caused this Certificate of Merger to be duly executed in accordance with Sections 103 and 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Limited Liability Company Act of the State of Delaware on this 30th day of March, 1998.

CORNICE ACQUISITION COMPANY, LLC

By: *Jonathan F. Zeschin*

Printed Name: Jonathan F. Zeschin

Title: President