

RECORD
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02-04-1999

U.S. Department of Commerce
Patent and Trademark Office



100958182

To the Honorable Commissioner of Patents and Trademarks: Please

hereof.

1. Name of conveying party(ies):

Name: Smith Barney Inc.

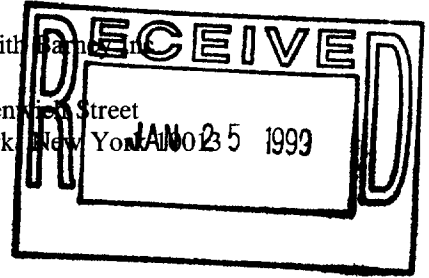
1/25/99

- Individual(s)
 - General Partnership
 - Corporation-State (Delaware)
 - Other
- Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: Salomon Smith Barney Inc.

Address: 388 Greenwich Street
New York, New York



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

If assignee is not domiciled in the United States, a domestic representative designation is attached: **not applicable**
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: August 27, 1998

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

A. Trademark Application Nos.:

See SCHEDULE A attached

B. Trademark Registration Nos.:

See SCHEDULE B attached

Additional numbers attached? Yes No

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

Dorothy R. Whitney, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 88

7. Total fee (37 CFR 3.41)..... \$ 2215.00

Enclosed

Note: Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

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

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02 FC:482 2175.00 OP

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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.

Dorothy R. Whitney

Dorothy R. Whitney 1-21-99
Signature Date

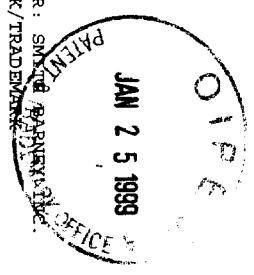
Total number of pages including cover sheet, attachments, and document: 19

Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Rm.335, Washington, D.C. 20231

RECORD OWNER: SMITH BARNEY INC.
SERVICE MARK/TRADEMARK

APPLICATIONS

SCHEDULE A



COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	401K ACCESS	IN 36	75/484776 14MY1998		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	@ ACCESS & DESIGN	IN 36	75/186065 23OCT1996		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	ASSETONE	IN 36	75/277740 21AP1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	CONCERT INVESTMENTS	IN 36	75/231889 27JJA1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	CONCERT SELECT	IN 36	75/231289 27JJA1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	CYBER-PORTFOLIO	IN 36	75/375713 20OCT1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	CYBERMILES	IN 36	74/729139 14SE1995		FILED
REC. OWNER: SMITH BARNEY INC.					

RECORD OWNER: SMITH BARNEY INC.
SERVICE MARK/TRADEMARK APPLICATIONS

PAGE: 2

COUNTRY	MARK	CLASS	APPLIN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	FUNDPATH	IN 36	75/532149 06AUG1998		FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A.	GINS	IN 36	75/497788 08JUL1998		FILED
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REC. OWNER: SMITH BARNEY INC.

U. S. A.	GREENWICH STREET ADVISORS	IN 36	75/319649 07JUL1997		FILED
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REC. OWNER: SMITH BARNEY INC.

U. S. A.	GYRUS	IN 16 IN 36	75/479435 05MAY1998		FILED
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REC. OWNER: SMITH BARNEY INC.

U. S. A.	HUTTON INVESTORS FUTURES, L.P. II	IN 36	75/174617 01OCT1996		FILED
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REC. OWNER: SMITH BARNEY INC.

U. S. A.	HYTOPS	IN 36	75/247922 26FEB1997		FILED
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REC. OWNER: SMITH BARNEY INC.

U. S. A.	INSIDE TRACK	IN 36	75/331867 28JUL1997		FILED
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REC. OWNER: SMITH BARNEY INC.

U. S. A.	LEVERAGING THE POWER OF TEAMMO RK	IN 36	75/532150 06AUG1998		FILED
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REC. OWNER: SMITH BARNEY INC.

U. S. A.	LINK ADVISORS	IN 36	75/109700 24MAY1996		FILED
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REC. OWNER: SMITH BARNEY INC.

U. S. A.	MUNICIPAL MARKET COMMENT	IN 16	75/487507 18MAY1998		FILED
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REC. OWNER: SMITH BARNEY INC.

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RECORD OWNER: SMITH BARNEY INC.
SERVICE MARK/TRADEMARK APPLICATIONS

COUNTRY	MARK	CLASS	APPLN. NO. /DATE	REG. NO. /DATE	STATUS
U. S. A.	NET TRAVELERS	IN 36	74/729729 15SEP1995		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	OFFSHORE TRAK	IN 36	75/479928 05MY1998		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	PARTICIPANT INVESTMENT PLANNER	IN 36	75/320277 07JUL1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	PEACHTREE DISCIPLINED GROWTH F UND	IN 36	75/114327 03JUL1996		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	PEACHTREE MUTUAL FUNDS	IN 36	74/492349 22FEB1994		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	PIONEERS IN MANAGED MONEY RELATIONSHIPS	IN 36	75/541773 24AUG1998		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	POLARIS	IN 36	75/315794 27JUL1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	PRESERVED ASSET MORTGAGE	IN 36	75/269802 07APR1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	QUICKCHANGE	IN 36	75/524429 23JUL1998		FILED
REC. OWNER: SMITH BARNEY INC.					

RECORD OWNER: SMITH BARNEY INC.
SERVICE MARK/TRADEMARK APPLICATIONS

COUNTRY MARK CLASS APPLN. NO./DATE REG. NO./DATE STATUS

U. S. A. REDEFINING FULL SERVICE IN 36 75/136241 19J11996 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. ROBINSON-HUMPHREY STRATEGIES IN 16 75/391800 17N01997 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. SALOMON SMITH BARNEY IN 36 75/398235 01DE1997 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. SALOMON SMITH BARNEY ACCESS IN 36 75/497799 08JE1998 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. SALOMON SMITH BARNEY PROFESSIO IN 36 75/532148 06AU1998 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. SMITH BARNEY ACCESS IN 36 75/178270 07OC1996 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. SMITH BARNEY CAPITAL ACCESS IN 42 75/272777 18AP1997 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. SMITH BARNEY ONLINE ACCESS IN 36 75/177961 07OC1996 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. SMITH BARNEY RETIREMENT A IN 36 75/109665 24MY1996 FILED

REC. OWNER: SMITH BARNEY INC.

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RECORD OWNER: SMITH BARNEY INC.
SERVICE MARK/TRADEMARK APPLICATIONS

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	SMITH BARNEY STRATEGIES	IN 16	75/391840 17NO1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	STOCK OPTION ACCESS	IN 36	75/484783 14MY1998		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	STOCK PURCHASE ACCESS	IN 36	75/484782 14MY1998		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	STRATEGIC 10/A+ PORTFOLIO	IN 36	75/526380 27JUL1998		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	SUCCESS IS EARNED	IN 36	75/484775 14MY1998		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	SURVIVORASSIST	IN 36	75/524431 23JUL1998		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	TAKE YOUR PARENTS TO SCHOOL DAY	IN 41	75/348981 28AUG1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	THE WEBSITE WITH INSIGHT	IN 36	75/391521 10NO1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	TRUSTSOURCE (STYLIZED)	IN 36	75/389594 13NO1997		FILED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	VETS	IN 36	75/423334 26JUL1998		FILED
REC. OWNER: SMITH BARNEY INC.					

RECORD OWNER: SMITH BARNEY INC.
SERVICE MARK/TRADEMARK

APPLICATIONS

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COUNTRY MARK CLASS REG. NO./DATE STATUS

U. S. A. VIRTUAL BANKER IN 36 75/524430 23JUL1998 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. VIRTUAL TRAVELERS IN 36 74/729739 15SEP1995 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. WEALTH IN 41 75/527046 27JUL1998 FILED

REC. OWNER: SMITH BARNEY INC.

U. S. A. WOMEN ESTABLISHING A LIFETIME OF FINANCIAL HEALTH IN 41 75/526378 27JUL1998 FILED

REC. OWNER: SMITH BARNEY INC.



RECORD OWNER: SMITH BARNEY INC.
SERVICE MARK/TRADEMARK REGISTRATIONS IN UNITED STATES

SCHEDULE B

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	401(K) ADVISOR	IN 9	74/324430 22OCT1992	1868841 20DEC1994	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	401(K) BLUEPRINT	IN 36	75/113190 03JEL1996	2085099 29JUL1997	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	401(K) TRAK	IN 36	74/368057 15MR1993	1806413 23NOV1993	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	ASAP AUTOMATED STOCK ACCESS PROGRAM	IN 36	74/633697 13FEL1995	1968124 16AP1996	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	DIRECTIONS	IN 36	73/138620 23JUL1977	1088305 29MR1978	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	E.F. HUTTON	IN 36	73/698928 04DEL1987	1578071 16JUL1990	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	EXECCHOICE (STYLIZED)	IN 36	75/141829 29JUL1996	2149765 07AP1998	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	EXPRESS CREDIT	IN 36	75/127723 01JUL1996	2128273 13JUL1998	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	FWA	IN 36	73/404373 01DEL1982	1358403 03SEP1985	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	FUNDING FOR LIFE	IN 36	73/602725 06JEL1986	1425144 13JUL1987	REGISTERED
REC. OWNER: SMITH BARNEY INC.					

U. S. A.	GEOMETRIC DESIGN	IN	36	74/717758	18AU1995	2015175	12NO1996	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	GETTING THERE	IN	16	74/262578	03AP1992	1733026	17NO1992	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	INVEST YOUR TIME BEFORE YOU INVEST YOUR MONEY	IN	36	73/475950	18AP1984	1333604	30AP1985	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	MANAGING THE BUSINESS OF LIFE	IN	36	74/395707	21MY1993	1824609	01MR1994	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	MINDS OVER MONEY	IN	36	73/538117	17MY1985	1370545	12NO1985	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	PEACHTREE ASSET MANAGEMENT GROUP	IN	36	74/490643	16FE1994	1947392	09JAI1996	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	PEACHTREE VENTURE CAPITAL	IN	36	74/709979	02XU1995	2038272	18FE1997	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	PORTFOLIO CREDITLINE	IN	36	75/136233	19JLI1996	2108047	21OCT1997	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	SMITH BARNEY	IN	36	74/587670	20OC1994	1986596	16JLI1996	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	SMITH BARNEY FIXED INCOME HIGH NET WORTH & DESIGN	IN	36	74/607011	05DE1994	1979320	11JJE1996	REGISTERED
REC. OWNER: SMITH BARNEY INC.								
U. S. A.	SMITH BARNEY FUNDALLOCATION	IN	36	74/611925	16DE1994	2051277	08AP1997	REGISTERED
REC. OWNER: SMITH BARNEY INC.								

SCHEDULE B

RECORD OWNER: SMITH BARNEY INC.
SERVICE MARK/TRADEMARK REGISTRATIONS IN UNITED STATES

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	SMITH BARNEY MUTUAL FUNDS I INVESTING FOR YOUR FUTURE EVERY DAY	IN 36	74/601481 21NO1994	2079654 15JUL1997	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	SMITH BARNEY RETIREMENT A DIVISORY SERVICES	IN 36	75/109828 24MY1996	2145297 17MR1998	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	SMITH BARNEY SELECT C LIENT & DESIGN	IN 36	74/335086 27NO1992	1801071 26OC1993	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	SMITH BARNEY SHEARSON	IN 36	74/442342 28SE1993	1869937 27DE1994	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	SMITH BARNEY SHEARSON SELECT CLIENT & DESIGN	IN 36	74/424534 16AU1993	1869932 27DE1994	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	SMITH BARNEY THEY MAKE MONEY T HE OLD FASHIONED WAY. THEY EARN IT.	IN 36	75/049118 26JA1996	2025574 24DE1996	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	SMITH BARNEY WE MAKE MONEY THE OLD FASHIONED WAY. WE EARN IT.	IN 36	74/607166 05DE1994	1959965 05MR1996	REGISTERED
REC. OWNER: SMITH BARNEY INC.					
U. S. A.	STRATEGIC 10 PORTFOLIO	IN 36	75/180741 15OC1996	2110642 04NO1997	REGISTERED
REC. OWNER: SMITH BARNEY INC.					

U. S. A. TAPS (THRESHOLD APPRECIATION PRICE SECURITIES) IN 36 74/628204 01FEB1995 2141223 03MAY1998 REGISTERED

REC. OWNER: SMITH BARNEY INC.

U. S. A. TARGETS (TARGETED GROWTH ENHANCING TERM SECURITIES) IN 36 74/628203 01FEB1995 1994673 20AUG1996 REGISTERED

REC. OWNER: SMITH BARNEY INC.

U. S. A. THE CONCERT SERIES IN 36 75/119394 14JUL1996 2061376 13MAY1997 REGISTERED

REC. OWNER: SMITH BARNEY INC.

U. S. A. THE SERIOUS INVESTOR IN 36 73/733473 10JUL1988 1547655 11JUL1989 REGISTERED

REC. OWNER: SMITH BARNEY INC.

U. S. A. TOTAL RETURN MANAGEMENT IN 36 73/578045 15JAN1986 1428717 10FEB1987 REGISTERED

REC. OWNER: SMITH BARNEY INC.

U. S. A. TRAK IN 36 74/189221 29JUL1991 1766919 20APR1993 REGISTERED

REC. OWNER: SMITH BARNEY INC.

U. S. A. VANTAGE ACCOUNT & DESIGN IN 36 73/377703 30JUL1982 1300903 16OCT1984 REGISTERED

REC. OWNER: SMITH BARNEY INC.

U. S. A. VANTAGE MONEY MARKET FUNDS IN 36 74/237209 13JAN1992 1722443 06OCT1992 REGISTERED

REC. OWNER: SMITH BARNEY INC.

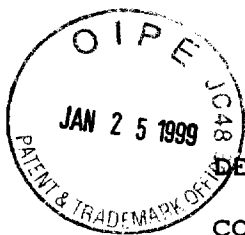
U. S. A. WHERE WE STAND IN 36 73/700374 11DEC1987 1515752 06DEC1988 REGISTERED

REC. OWNER: SMITH BARNEY INC.

U. S. A. YOU CAN GET THERE FROM HERE IN 36 74/172120 03JUL1991 1700815 14JUL1992 REGISTERED

REC. OWNER: SMITH BARNEY INC.

Office of the Secretary of State



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 AGREEMENT OF MERGER, WHICH MERGES:

"SALOMON BROTHERS INC", A DELAWARE CORPORATION,

WITH AND INTO "SMITH BARNEY INC." UNDER THE NAME OF "SALOMON SMITH BARNEY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998, AT 6:33 O'CLOCK P.M.



Edward J. Freel

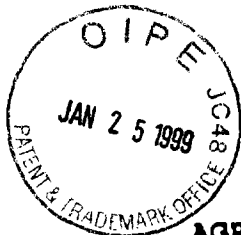
Edward J. Freel, Secretary of State

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981341977

AUTHENTICATION: 9282116

DATE: 09-01-98



AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated August 13, 1998, by and between Salomon Brothers Inc, a Delaware corporation ("Salomon Brothers"), and Smith Barney Inc., a Delaware corporation ("Smith Barney").

W I T N E S S E T H:

WHEREAS, the authorized capital stock of Salomon Brothers consists of (i) 500,000 shares of common stock, without par value (the "Salomon Common Stock"), 200 shares (the "Salomon Shares") of which are issued and outstanding as of the date hereof and (ii) 500,000 shares of preferred stock, without par value, none of which are issued or outstanding as of the date hereof;

WHEREAS, the authorized capital stock of Smith Barney consists of (i) 1,000 shares of common stock, par value \$10,000 per share, (the "Smith Barney Common Stock"), all of which (the "Smith Barney Shares") are issued and outstanding as of the date hereof and (ii) 100 shares of preferred stock, par value \$10,000 per share (the "Smith Barney Preferred Stock"), ten of which are issued and outstanding as of the date hereof;

WHEREAS, all of the Salomon Shares and Smith Barney Shares are owned by Salomon Brothers Holding Company Inc, a Delaware corporation ("Holdings"); and

WHEREAS, the Board of Directors of each of Salomon Brothers and Smith Barney, having determined that the merger (the "Merger") of Salomon Brothers with and into Smith Barney pursuant to the terms and conditions set forth herein is in the best interests of their stockholders, have approved this Agreement.

NOW, THEREFORE, in consideration of the covenants and agreements contained in this Agreement, the parties hereto, intending to be legally bound, agree as follows:

Section 1. The Merger. Upon the terms and subject to the conditions set forth in this Agreement and in accordance with the Delaware General Corporation Law ("DGCL"), Salomon Brothers shall be merged with and into

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:33 PM 08/31/1998
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Smith Barney at the Effective Time (as defined in Section 3 below). Following the Effective Time, Smith Barney shall be the surviving corporation (the "Surviving Corporation") in the Merger and shall succeed to and assume all of the rights and obligations of Salomon Brothers in accordance with the DGCL. The Merger shall have the effects set forth in Section 259 of the DGCL.

Section 2. Stockholder Approval.

(a) In accordance with the DGCL, the affirmative vote of Holdings in its capacity as the sole stockholder of Salomon Brothers is the only vote of any class of Salomon Brothers' capital stock necessary to approve and adopt this Agreement and the transactions contemplated hereby.

(b) In accordance with the DGCL, the affirmative vote of Holdings in its capacity as the sole holder of Smith Barney Common Stock is the only vote of any class of Smith Barney's capital stock necessary to approve and adopt this Agreement and the transactions contemplated hereby.

Section 3. Effective Time. Subject to the approval of this Agreement by Holdings (in its capacity as the sole voting stockholder of Salomon Brothers and Smith Barney), the parties shall file this Agreement or a certificate of merger or other appropriate documents (in any such case, the "Certificate of Merger") executed in accordance with the relevant provisions of the DGCL and shall make all other filings or recordings required under the DGCL. The Merger shall become effective at 12:01 a.m., New York City time, on September 1, 1998 (the time the Merger becomes effective being referred to herein as the "Effective Time").

Section 4. Effect on Capital Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of the Surviving Corporation, Salomon Brothers, Smith Barney or Holdings: (i) each share of Smith Barney Common Stock issued and outstanding at the Effective Time shall be one fully paid and non-assessable share of common stock of the Surviving Corporation; (ii) each share of Smith Barney Preferred Stock issued and outstanding at the Effective Time shall be one fully paid and non-assessable share of preferred stock of the Sur-

viving Corporation; and (iii) each share of Salomon Common Stock issued and outstanding at the Effective Time shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist.

Section 5. Certificate of Incorporation and By-laws of the Surviving Corporation. The Restated Certificate of Incorporation and By-laws of Smith Barney, as in effect immediately prior to the Effective Time, shall be the Restated Certificate of Incorporation and By-laws, respectively, of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law, except that, as of the Effective Time, Article One the Restated Certificate of Incorporation of Smith Barney shall be amended to change the name of the Surviving Corporation to "Salomon Smith Barney Inc."

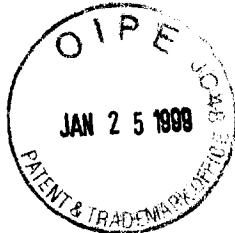
Section 6. Termination; Amendment; Other.

(a) At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware, this Agreement may be terminated by the Board of Directors of Salomon Brothers or Smith Barney notwithstanding approval of this Agreement by Holdings (in its capacity as the sole voting stockholder of Salomon Brothers and Smith Barney).

(b) The Board of Directors of Salomon Brothers and Smith Barney may amend this Agreement at any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by Holdings (in its capacity as the sole voting stockholder of Salomon Brothers and Smith Barney) shall not (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of Salomon Brothers or Smith Barney, (ii) alter or change any term of the Restated Certificate of Incorporation of the Surviving Corporation or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect any holder of capital stock of Salomon Brothers or Smith Barney.

(c) This Agreement may be executed in counterparts. This Agreement shall be governed by the laws of

the State of Delaware, without regard to applicable principles of conflicts of law thereof.



IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

SALOMON BROTHERS INC

By: 

James Dimon
Co-Chairman and
Co-Chief Executive Officer

SMITH BARNEY INC.

By: 

Deryck C. Maughan
Co-Chairman and
Co-Chief Executive Officer



**CERTIFICATE OF THE ASSISTANT SECRETARY
OF
SMITH BARNEY INC.
a Delaware corporation**

I, Howard Darmstadter, the Assistant Secretary of Smith Barney Inc., a Delaware corporation, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation, was duly approved and adopted by written consent of the sole stockholder of Smith Barney Inc.

WITNESS my hand and seal of said Smith Barney Inc. this 27th day of August, 1998


Assistant Secretary

(SEAL)


170074-01-New York LA



**CERTIFICATE OF THE ASSISTANT SECRETARY
OF
SALOMON BROTHERS INC
a Delaware corporation**

I, Howard Darmstadter, the Assistant Secretary of Salomon Brothers Inc, a Delaware corporation, hereby certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation, was duly approved and adopted by written consent of the sole stockholder of Salomon Brothers Inc.

WITNESS my hand and seal of said Salomon Brothers Inc this 27th day of August 1996


Assistant Secretary

(SEAL)

871048.01-New York 91A