

02-04-1999

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U.S. Department of Commerce  
Patent and Trademark Office

RECC



100958181

To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Name: Salomon Brothers Inc

- Individual(s)
- General Partnership
- Corporation-State of 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 10013

3. Nature of conveyance:

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

Execution Date: August 27, 1998

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

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

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

A. Trademark Application No.(s)  
See SCHEDULE A

B. Trademark Registration No.(s)  
See SCHEDULE B

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: 31

7. Total fee (37 CFR 3.41)..... \$ 790.00  
 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:482 750.00 OP

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.

Dorothy R. Whitney

Dorothy R. Whitney Signature 1-21-99 Date

Total number of pages including cover sheet, attachments, and document: 13

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



SCHEDULE A

RECORD OWNER: SALOMON BROTHERS INC  
SERVICE MARK/TRADEMARK APPLICATIONS

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

U. S. A. CIDRS IN 36 75/476578 29AP1998 FILED

REC. OWNER: SALOMON BROTHERS INC

U. S. A. ELKS IN 36 75/330393 25J11997 FILED

REC. OWNER: SALOMON BROTHERS INC

U. S. A. JUMPS IN 36 75/522057 20J11998 FILED

REC. OWNER: SALOMON BROTHERS INC

U. S. A. LANCES IN 36 75/392640 19NO1997 FILED

REC. OWNER: SALOMON BROTHERS INC

U. S. A. MAPS IN 36 75/522073 20J11998 FILED

REC. OWNER: SALOMON BROTHERS INC

U. S. A. MARKET COMMUNICATOR IN 9 75/487910 19MY1998 FILED  
IN 36

REC. OWNER: SALOMON BROTHERS INC

U. S. A. PINES IN 36 75/452046 18MR1998 FILED

REC. OWNER: SALOMON BROTHERS INC

U. S. A. REFS IN 36 75/524428 23J11998 FILED

REC. OWNER: SALOMON BROTHERS INC

RECORD OWNER : SALOMON BROTHERS INC  
SERVICE MARK/TRADEMARK

APPLICATIONS

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

U. S. A. SALOMON DIRECT IN 36 75/409000 22DEC1997 FILED

REC. OWNER: SALOMON BROTHERS INC

U. S. A. SMILES IN 36 75/390912 17NOV1997 FILED

REC. OWNER: SALOMON BROTHERS INC

U. S. A. SPARCS IN 36 75/218440 26DEC1996 FILED

REC. OWNER: SALOMON BROTHERS INC

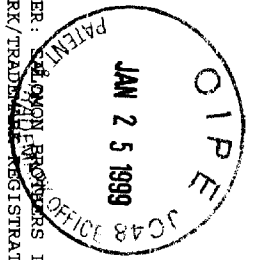
U. S. A. WORLD.BROKER IN 36 75/481718 08MAY1998 FILED

REC. OWNER: SALOMON BROTHERS INC

U. S. A. YANCAPPS IN 36 75/522074 20JUL1998 FILED

REC. OWNER: SALOMON BROTHERS INC

RECORD OWNER: SALOMON BROTHERS INC  
SERVICE MARK/TRADEMARK REGISTRATIONS



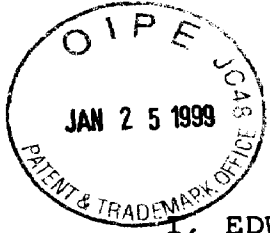
SCHEDULE B

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	CAPITAL TRUST PASS-THROUGH SECURITIES	IN 36	75/221600 06JAI1997	2168691 23JEL1998	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	DARTS	IN 36	73/714790 04MR1988	1513044 15NO1988	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	FLEX DARTS	IN 36	73/714791 04MR1988	1513045 15NO1988	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	HORIZON MATCHING	IN 16 IN 36	445839 29SE1983	1292821 04SE1984	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	PARTICIPATING FORWARD	IN 36	73/666669 15JEL1987	1475303 02FEL1988	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	RANGE FORWARD	IN 36	73/613852 08AUI986	1447881 14JUL1987	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	SALOMON	IN 36	73/696195 18NO1987	1576756 09JAI1990	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	SALOMON BROTHERS	IN 36	73/696194 18NO1987	1581876 06FEL1990	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	SALOMON BROTHERS & DESIGN	IN 36		911433 13AP1971	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					

RECORD OWNER: SALOMON BROTHERS INC  
SERVICE MARK/TRADEMARK REGISTRATIONS

COUNTRY	MARK	CLASS	APPLN. NO. / DATE	REG. NO. / DATE	STATUS
U. S. A.	SCENARIO DEPENDENT OPTIMISATION	IN 36	74/302145 07AUI992	1784423 27JUL1993	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	SDO	IN 36	74/302144 07AUI992	1766206 20AP1993	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	STOCKFACTS	IN 9	73/750955 09SEP1988	1581141 06FEB1990	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	THE YIELD BOOK	IN 42	74/599613 16NOV1994	1948546 16JUL1996	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	TIERS	IN 36	75/274336 14AP1997	2149402 07AP1998	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	TRUPS	IN 36	75/094996 26AP1996	2071515 17JUL1997	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	TRUST INVESTMENT ENHANCED RETURN SECURITIES	IN 36	75/274335 14AP1997	2129640 13JUL1998	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	ZERO-TO-FULL	IN 36	75/060667 21FEB1996	2035482 04FEB1997	REGISTERED
REC. OWNER: SALOMON BROTHERS INC					
U. S. A.	ZTF	IN 36	75/060693 21FEB1996	2035483 04FEB1997	REGISTERED
REC. OWNER: SALOMON BROTHERS 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

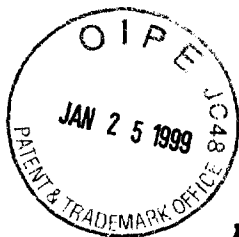
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AUTHENTICATION: 9282116

DATE: 09-01-98

TRADEMARK  
REEL: 1848 FRAME: 0419



## 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  
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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

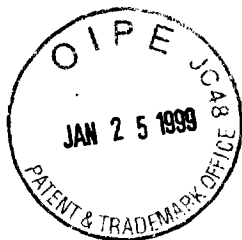
By: 

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 27<sup>th</sup> day of August, 1998

  
Assistant Secretary

(SEAL)


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**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 27<sup>th</sup> day of August, 1998

  
Assistant Secretary

{SEAL}

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