

02-05-1999

U.S. Department of Commerce
Patent and Trademark Office

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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 Smith Barney Inc.**

- Individual(s) Association
- General Partnership Limited 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: **October 15, 1998**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of New York
- 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

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: **124**

7. Total fee (37 CFR 3.41)..... **\$3,115.**

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)

02/04/1999 NGUYEN 00000119 75484776

01 FC:481 40.00 DP
02 FC:482 3075.00 DP

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 1-26-99
Signature Date

Total number of pages including cover sheet, attachments, and document: **18**

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

SCHEDULE A

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	401K ACCESS	IN 36	75/484776 14MY1998		FILED
U. S. A.	@ ACCESS & DESIGN	IN 36	75/186065 23OC1996		FILED
U. S. A.	ASSETONE	IN 36	75/277740 21AP1997		FILED
U. S. A.	CIDRS	IN 36	75/476578 29AP1998		FILED
U. S. A.	CONCERT INVESTMENTS	IN 36	75/231889 27JA1997		FILED
U. S. A.	CONCERT SELECT	IN 36	75/231289 27JA1997		FILED
U. S. A.	CYBER-PORTFOLIO	IN 36	75/375713 20OC1997		FILED
U. S. A.	CYBERMILES	IN 36	74/729139 14SE1995		FILED
U. S. A.	ELECTRONIC COMMUNICATION & TRADING SERVICES	IN 36	75/562077 30SE1998		FILED
U. S. A.	EIKS	IN 36	75/330393 25JL1997		FILED
U. S. A.	FUNDPATH	IN 36	75/532149 06AU1998		FILED
U. S. A.	GINS	IN 36	75/497788 08JF1998		FILED
U. S. A.	GREENWICH STREET ADVISORS	IN 36	75/319649 07JL1997		FILED

SCHEDULE A

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	GYRUS	IN 16 IN 36	75/479435 05MY1998		FILED
U. S. A.	HUTTON INVESTORS FUTURES, L.P. II	IN 36	75/174617 01OC1996		FILED
U. S. A.	HYTOPS	IN 36	75/247922 26FE1997		FILED
U. S. A.	INSIDE TRACK	IN 36	75/331867 28JL1997		FILED
U. S. A.	JUMPS	IN 36	75/522057 20JL1998		FILED
U. S. A.	LANCES	IN 36	75/392640 19NO1997		FILED
U. S. A.	LEVERAGING THE POWER OF TEAMMO RK	IN 36	75/532150 06AU1998		FILED
U. S. A.	LINK ADVISORS	IN 36	75/109700 24MY1996		FILED
U. S. A.	MAPS	IN 36	75/522073 20JL1998		FILED
U. S. A.	MARKET COMMUNICATOR	IN 9 IN 36	75/487910 19MY1998		FILED
U. S. A.	MUNICIPAL MARKET COMMENT	IN 16	75/487507 18MY1998		FILED
U. S. A.	NET TRAVELERS	IN 36	74/729729 15SE1995		FILED

SCHEDULE A

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	OFFSHORE TRAK	IN 36	75/47928 05MY1998		FILED
U. S. A.	PARTICIPANT INVESTMENT PLANNER	IN 36	75/320277 07JUL1997		FILED
U. S. A.	PEACHTREE DISCIPLINED GROWTH F UND	IN 36	75/114327 03JEL1996		FILED
U. S. A.	PEACHTREE MUTUAL FUNDS	IN 36	74/492349 22FEL1994		FILED
U. S. A.	PINES	IN 36	75/452046 18MR1998		FILED
U. S. A.	PIONEERS IN MANAGED MONEY RELATIONSHIPS	IN 36	75/541773 24AUL1998		FILED
U. S. A.	POLARIS	IN 36	75/315794 27JEL1997		FILED
U. S. A.	PRESERVED ASSET MORTGAGE	IN 36	75/269802 07APR1997		FILED
U. S. A.	QUICKCHANGE	IN 36	75/524429 23JUL1998		FILED
U. S. A.	QUIET TRADES	IN 36	75/573234 20OC1998		FILED
U. S. A.	REDEFINING FDL SERVICE	IN 36	75/136241 19JUL1996		FILED
U. S. A.	REFS	IN 36	75/524428 23JUL1998		FILED
U. S. A.	ROBINSON-HOMPHELY STRATEGIES	IN 16	75/391800 17NOV1997		FILED

SCHEDULE A

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	SAFETY FIRST INVESTMENTS	IN 36	75/564931 06OC1998		FILED
U. S. A.	SALOMON DIRECT	IN 36	75/409000 22DE1997		FILED
U. S. A.	SALOMON SMITH BARNEY	IN 36	75/398235 01DE1997		FILED
U. S. A.	SALOMON SMITH BARNEY RETIREMENT ACCESS	IN 36	75/589107 12NO1998		FILED
U. S. A.	SALOMON SMITH BARNEY ACCESS	IN 36	75/497799 08JF1998		FILED
U. S. A.	SALOMON SMITH BARNEY PROFESSIO NAL ALLIANCE	IN 36	75/532148 06AU1998		FILED
U. S. A.	SMILES	IN 36	75/390912 17NO1997		FILED
U. S. A.	SMITH BARNEY ACCESS	IN 36	75/178270 07OC1996		FILED
U. S. A.	SMITH BARNEY CAPITAL ACCESS	IN 42	75/277277 18AP1997		FILED
U. S. A.	SMITH BARNEY ONLINE ACCESS	IN 36	75/177961 07OC1996		FILED
U. S. A.	SMITH BARNEY RETIREMENT A DIVISORY	IN 36	75/109665 24MY1996		FILED
U. S. A.	SMITH BARNEY STRATEGIES	IN 16	75/391840 17NO1997		FILED

SCHEDULE A

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	SPARCS	IN 36	75/218440 26DEC1996		FILED
U. S. A.	STOCK OPTION ACCESS	IN 36	75/484783 14MY1998		FILED
U. S. A.	STOCK PURCHASE ACCESS	IN 36	75/484782 14MY1998		FILED
U. S. A.	STRATEGIC 10/A+ PORTFOLIO	IN 36	75/526380 27JUL1998		FILED
U. S. A.	SUCCESS IS EARNED	IN 36	75/484775 14MY1998		FILED
U. S. A.	SURVIVORASSIST	IN 36	75/524431 23JUL1998		FILED
U. S. A.	TAKE YOUR PARENTS TO SCHOOL DAY	IN 41	75/348981 28AUG1997		FILED
U. S. A.	THE WEBSITE WITH INSIGHT	IN 36	75/391521 10NOV1997		FILED
U. S. A.	TRUSTSOURCE (STYLIZED)	IN 36	75/389594 13NOV1997		FILED
U. S. A.	VEFS	IN 36	75/423334 26JUL1998		FILED
U. S. A.	VIRTUAL BANKER	IN 36	75/524430 23JUL1998		FILED
U. S. A.	VIRTUAL TRAVELERS	IN 36	74/729739 15SEP1995		FILED
U. S. A.	WEALTH	IN 41	75/527046 27JUL1998		FILED

SCHEDULE A

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	WOMEN ESTABLISHING A LIFETIME OF FINANCIAL HEALTH	IN 41	75/526378 27JUL1998		FILED
U. S. A.	WORLD.BROKER	IN 36	75/481718 08MY1998		FILED
U. S. A.	WORLD.TRADER	IN 36	75/588761 16NO1998		FILED
U. S. A.	YANCAFPS	IN 36	75/522074 20JUL1998		FILED

SCHEDULE B

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	401(K) ADVISOR	IN 9	74/324430 22OCT1992	1868841 20DEI1994	REGISTERED
U. S. A.	401(K) BLUEPRINT	IN 36	75/113190 03JUL1996	2085099 29JUL1997	REGISTERED
U. S. A.	401(K) TRAK	IN 36	74/368057 15MR1993	1806413 23NOI1993	REGISTERED
U. S. A.	ASAP AUTOMATED STOCK ACCESS PROGRAM	IN 36	74/633697 13FEB1995	1968124 16AP11996	REGISTERED
U. S. A.	CAPITAL TRUST PASS-THROUGH SECURITIES	IN 36	75/221600 06JAI1997	2168691 23JUL1998	REGISTERED
U. S. A.	DARTS	IN 36	73/714790 04MR1988	1513044 15NOI1988	REGISTERED
U. S. A.	DIRECTIONS	IN 36	73/138620 23AUI1977	1088305 28MR1978	REGISTERED
U. S. A.	E. F. HUTTON	IN 36	73/698928 04DEI1987	1578071 16TAI1990	REGISTERED
U. S. A.	EXECCHOICE (STYLIZED)	IN 36	75/141829 29JUL1996	2149765 07AP11998	REGISTERED
U. S. A.	EXPRESS CREDIT	IN 36	75/127723 01JUL1996	2128273 13JAI1998	REGISTERED
U. S. A.	FLEX DARTS	IN 36	73/714791 04MR1988	1513045 15NOI1988	REGISTERED
U. S. A.	FMA	IN 36	73/404373 01DEI1982	1358403 03SEP1985	REGISTERED
U. S. A.	FUNDING FOR LIFE	IN 36	73/602725 06JUL1986	1425144 13JAI1987	REGISTERED

SCHEDULE B

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	GEOMETRIC DESIGN	IN 36	74/717758 18AUI1995	2015175 12NOI1996	REGISTERED
U. S. A.	GETTING THERE	IN 16	74/262578 03AP1992	1733026 17NO11992	REGISTERED
U. S. A.	HORIZON MATCHING	IN 16 IN 36	445839 29SEP1983	1292821 04SEP1984	REGISTERED
U. S. A.	INVEST YOUR TIME BEFORE YOU INVEST YOUR MONEY	IN 36	73/475950 18AP1984	1333604 30AP1985	REGISTERED
U. S. A.	MANAGING THE BUSINESS OF LIFE	IN 36	74/395707 21MY1993	1824609 01MR1994	REGISTERED
U. S. A.	MINDS OVER MONEY	IN 36	73/538117 17MY1985	1370545 12NO1985	REGISTERED
U. S. A.	PARTICIPATING FORWARD	IN 36	73/666669 15JUL1987	1475303 02FEB1988	REGISTERED
U. S. A.	PEACHTREE ASSET MANAGEMENT GROUP	IN 36	74/490643 16FEB1994	1947392 09JA1996	REGISTERED
U. S. A.	PEACHTREE VENTURE CAPITAL	IN 36	74/709979 02AUI1995	2038272 18FEB1997	REGISTERED
U. S. A.	PORTFOLIO CREDITLINE	IN 36	75/136233 19JUL1996	2108047 21OCT1997	REGISTERED
U. S. A.	RANGE FORWARD	IN 36	73/613852 08AUI1986	1447881 14JUL1987	REGISTERED
U. S. A.	SALOMON	IN 36	73/696195 18NO1987	1576756 09JA1990	REGISTERED

SCHEDULE B

COUNTRY	MARK	CLASS	APPL. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	SALOMON BROTHERS	IN 36	73/696194 18NO1987	1581876 06FEB1990	REGISTERED
U. S. A.	SALOMON BROTHERS & DESIGN	IN 36		911433 13APR1971	REGISTERED
U. S. A.	SCENARIO DEPENDENT OPTIMISATION	IN 36	74/302145 07AUG1992	1784423 27JUL1993	REGISTERED
U. S. A.	SDO	IN 36	74/302144 07AUG1992	1766206 20APR1993	REGISTERED
U. S. A.	SMITH BARNEY	IN 36	74/587670 20OCT1994	1986596 16JUL1996	REGISTERED
U. S. A.	SMITH BARNEY FIXED INCOME HIGH NET WORTH & DESIGN	IN 36	74/607011 05DEC1994	1979320 11FEB1996	REGISTERED
U. S. A.	SMITH BARNEY FUNDALLOCATION	IN 36	74/611925 16DEC1994	2051277 08APR1997	REGISTERED
U. S. A.	SMITH BARNEY MUTUAL FUNDS INVESTING FOR YOUR FUTURE EVERY DAY	IN 36	74/601481 21NOV1994	2079654 15JUL1997	REGISTERED
U. S. A.	SMITH BARNEY RETIREMENT ADVISORY SERVICES	IN 36	75/109828 24MAY1996	2145297 17MAY1998	REGISTERED
U. S. A.	SMITH BARNEY SELECT CLIENT & DESIGN	IN 36	74/335086 27NOV1992	1801071 26OCT1993	REGISTERED
U. S. A.	SMITH BARNEY SHEARSON	IN 36	74/442342 28SEP1993	1869937 27DEC1994	REGISTERED

SCHEDULE B

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	SMITH BARNEY SHEARSON SELECT CLIENT & DESIGN	IN 36	74/424534 16AUI1993	1869932 27DE11994	REGISTERED
U. S. A.	SMITH BARNEY THEY MAKE MONEY THE OLD FASHIONED WAY. THEY EARN IT.	IN 36	75/049118 26UA1996	2025574 24DE11996	REGISTERED
U. S. A.	SMITH BARNEY WE MAKE MONEY THE OLD FASHIONED WAY. WE EARN IT.	IN 36	74/607166 05DE11994	1959965 05MR11996	REGISTERED
U. S. A.	STOCKFACTS	IN 9	73/750955 09SE11988	1581141 06FE11990	REGISTERED
U. S. A.	STRATEGIC 10 PORTFOLIO	IN 36	75/180741 15OC11996	2110642 04NO11997	REGISTERED
U. S. A.	SWAPCO	IN 36	74/379247 16AP11993	1814056 28DE11993	REGISTERED
U. S. A.	TAPS (THRESHOLD APPRECIATION PRICE SECURITIES)	IN 36	74/628204 01FE11995	2141223 03MR11998	REGISTERED
U. S. A.	TARGETS (TARGETED GROWTH ENHAN CED TERM SECURITIES)	IN 36	74/628203 01FE11995	1994673 20AU11996	REGISTERED
U. S. A.	THE CONCERT SERIES	IN 36	75/119394 14JE11996	2061376 13MY11997	REGISTERED
U. S. A.	THE SERIOUS INVESTOR	IN 36	73/733473 10JE11988	1547655 11JI11989	REGISTERED
U. S. A.	TIERS	IN 36	75/274336 14AP11997	2149402 07AP11998	REGISTERED

SCHEDULE B

COUNTRY	MARK	CLASS	APPLN. NO./DATE	REG. NO./DATE	STATUS
U. S. A.	TOTAL RETURN MANAGEMENT	IN 36	73/578045 15JAN1986	1428717 10FEB1987	REGISTERED
U. S. A.	TRAK	IN 36	74/189221 29JUL1991	1766919 20APR1993	REGISTERED
U. S. A.	TRUPS	IN 36	75/094996 26APR1996	2071515 17JUL1997	REGISTERED
U. S. A.	TRUST INVESTMENT ENHANCED RETURN SECURITIES	IN 36	75/274335 14APR1997	2129640 13JAN1998	REGISTERED
U. S. A.	VANTAGE ACCOUNT & DESIGN	IN 36	73/377703 30JUL1982	1300903 16OCT1984	REGISTERED
U. S. A.	VANTAGE MONEY MARKET FUNDS	IN 36	74/237209 13JAN1992	1722243 06OCT1992	REGISTERED
U. S. A.	WHERE WE STAND	IN 36	73/700374 11DEC1987	1515752 06DEC1988	REGISTERED
U. S. A.	YOU CAN GET THERE FROM HERE	IN 36	74/172120 03JUL1991	1700815 14JUL1992	REGISTERED
U. S. A.	ZERO-TO-FULL	IN 36	75/060667 21FEB1996	2035482 04FEB1997	REGISTERED
U. S. A.	ZTF	IN 36	75/060693 21FEB1996	2035483 04FEB1997	REGISTERED

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on DEC 16 1998



A handwritten signature in black ink, appearing to read "J. Clark", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

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CT-07

Certificate of Merger
of
Salomon Smith Barney Inc.
and

CT-07

Pendex Real Estate Corp.
under section 904 of the Business Corporation Law

The undersigned corporations, as the constituent corporations in a merger (the *Merger*) pursuant to section 904 of the Business Corporation Law (the *BCL*), certify that:

1. ~~The constituent corporations are~~ Salomon Smith Barney Inc., a Delaware corporation (*Salomon Smith Barney*), and Pendex Real Estate Corp., a New York corporation (Pendex).

Pendex is the surviving corporation.

Salomon Smith Barney was incorporated January 7, 1960 in Delaware under the name Smith, Barney & Co Incorporated. Its application for authority to do business in New York was filed by the department of state on January 21, 1960.

The certificate of incorporation of Pendex was filed with the department of state on February 23, 1977.

2. The outstanding shares of capital stock of Salomon Smith Barney consists of (i) 1,000 shares of common stock, \$10,000 par value, all of which are entitled to vote, and (ii) 10 shares of series A cumulative preferred stock, \$10,000 par value, none of which are entitled to vote.

The outstanding shares of capital stock of Pendex consists of 10 shares of common stock, without par value, all of which are entitled to vote.

3. Article First of the certificate of incorporation of the surviving corporation shall be amended to read in its entirety as follows:

First: Name

The name of the corporation is Salomon Smith Barney Inc.

- 4 The effective date of the Merger shall be October 15, 1998.
- 5 The Merger was authorized with respect to the domestic constituent corporation, Pendex, by the adoption of a plan of merger meeting the requirements of section 902 of the BCL by
 - (i) the board of directors of Pendex pursuant to section 902 of the BCL and, after having been first duly executed on behalf of Pendex and Salomon Smith Barney, and
 - (ii) the written consent of the holders of all shares of Pendex entitled to vote thereon pursuant to sections 903 and 615 of the BCL.

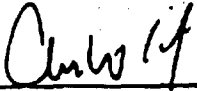
The Merger is permitted by the laws of Delaware, the jurisdiction of Salomon Smith Barney, the constituent foreign corporation, and is in compliance therewith.

SENT BY: C.T. CORP. ALBANY : 10-15-98 : 1:41PM : C.T. CORP. ALBANY-
18/15/98 13:12 SKADDEN ARPS + 1 518 463 6538

518 474 5173: # 6/24
NQ.828 084

This certificate is dated October 15, 1998 and is affirmed by each of the undersigned constituent corporations as true under the penalties of perjury.

Salomon Smith Barney Inc.

By: 
Charles W. Scharf
Chief Financial Officer

By: 
Howard Darmstadter
Assistant Secretary

Pendex Real Estate Corp.

By: _____
Denise Strain
President

By: _____
Jeffrey Serether
Vice President and Secretary

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This certificate is dated October 15, 1998 and is affirmed by each of the undersigned constituent corporations as true under the penalties of perjury.

Salomon Smith Barney Inc.

By: Charles W. Scharf
Chief Financial Officer

By: Howard Darmstadter
Assistant Secretary

Pendex Real Estate Corp.

By: Denise Strain
President

By: Jeffrey Screeher
Vice President and Secretary

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CT-07

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CERTIFICATE OF MERGER
OF
SALOMON SMITH BARNEY INC
INTO
PENDEX REAL ESTATE CORP.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

6CC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 15 1998

TAXS

BY:

JW

NASSAU

6CC

BILLED

5

SKADDEN ARPS SLATE MEAGHER & FLOM
ONE RODNEY SQUARE
WILMINGTON, DE 19899

981015000659