

RECORDATION FORM
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04-02-1999



DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies): OPR/FINANCE

Smith Barney Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Salomon Smith Barney Inc.

Internal Address: _____

Street Address: 388 Greenwich Street

City: New York State: NY ZIP: 10013

- 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: Yes No

(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 31, 1998

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

A. Trademark Application No.(s)

74/492349
75/114327

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Howard B. Barnaby

Internal Address: Robin, Blecker & Daley

Street Address: 330 Madison Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

04/01/1999 JSHABAZZ 00000132 74492349

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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.

Howard B. Barnaby

Name of Person Signing

Signature

March 16, 1999

Date

Total number of pages including cover sheet, attachments, and document: 2

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

REEL: 1876 FRAME: 0717

SALOMON SMITH BARNEY INC.

Assistant Secretary's Certificate

February 5, 1999

I, Joseph R. Coleman, an assistant secretary of Salomon Smith Barney Inc. (the *Company*), a New York corporation, hereby certify that:

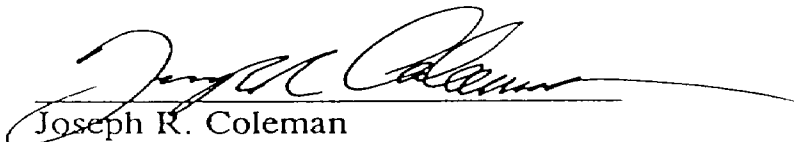
1. On September 1, 1998 Salomon Brothers Inc, a corporation of the State of Delaware, merged with and into Smith Barney Inc., a corporation of the State of Delaware. Immediately thereafter, Smith Barney Inc. changed its name to Salomon Smith Barney Inc.

Attached hereto is a true and correct copy of the Agreement and Plan of Merger which was filed with the Delaware Secretary of State; and

2. On October 15, 1998 Salomon Smith Barney Inc., a corporation of the State of Delaware, merged with and into Pendex Real Estate Corp., a corporation of the State of New York. Immediately thereafter Pendex Real Estate Corp. changed its name to Salomon Smith Barney Inc.

Attached hereto is a true and correct copy of the Certificate of Merger which was filed with the New York Department of State.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the corporate seal of the corporation this 5th day of February, 1999.



Joseph R. Coleman
Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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: 9282115
TRADEMARK

RECORDED: 03/19/1999

REEL: 1876 FRAME: 0719