

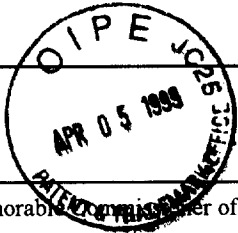
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04-19-1999

Express Mail No.: EM 490 492 545 US

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101013366

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.
Box Assignment, Washington, DC 20231

4.5.99 mand

1. Name of conveying party(ies):

ESI SECURITIES COMPANY
COMPOSED OF GENERAL PARTNERS, ESI HOLDINGS
GROUP L.P AND EXECUTION SERVICES INCORPORATED

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies):

Name: BNY ESI & CO., INC.

Internal Address: _____

Street Address: 1633 BROADWAY, 48TH FLOOR

City NEW YORK State NEW YORK ZIP 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State DELAWARE
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Other TRANSFER BY OPERATION OF MERGER AND DISSOLUTION OF PARTNERSHIP BY OPERATION OF LAW, EACH PARTNER HAS MERGED INTO NEW RECORD OWNER.

Execution Date: MAY 6, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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) 75/251653; 75/251654

B. Trademark registration No.(s) 1491482; 1986650

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, NY 10036

Attn.: JACQUELINE LESSER

File No.: 7935-03/06/08/09-999

6. Total number of applications and registrations involved: FOUR (4)

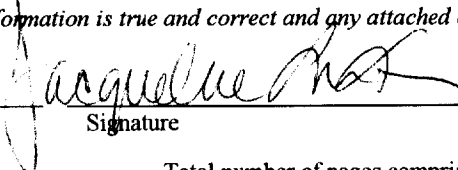
7. Total fee (37 CFR 3.41):.....\$ 115
 Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

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.

Jacqueline Lesser, Esq.  APRIL 5, 1999
 Name of Person Signing Reg. No. Signature Date

Total number of pages comprising cover sheet: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

04/16/1999 DNGUYEN 00000268 161150 75251653

01 FC:481 40.00 CH
02 FC:482 75.00 CH

TRADEMARK
REEL: 1884 FRAME: 0350

NY2 - 947688.1

SCHEDULE

TRADEMARK

REG. NO.

REG. DATE

ESI (STYLIZED)

1,491,482

JUNE 07, 1988

ESI

1,986,650

JULY 16, 1996

TRADEMARK

SERIAL NO.

FILING DATE

FULL VALUE BROKERAGE

75/251653

FEBRUARY 14, 1997

THE COMMISSION OPTIMIZER

75/251654

FEBRUARY 14, 1997



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:

"ESI HOLDINGS GROUP, L.P.", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "BNY ESI & CO., INC." UNDER THE NAME OF "BNY ESI & CO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MAY, A.D. 1998, AT 4:30 O'CLOCK P.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9422634

11-24-98

2366266 8100M

981451788

TRADEMARK
REEL: 1884 FRAME: 0352



CERTIFICATE OF MERGER
OF
ESI HOLDINGS GROUP, L.P.
INTO
BNY ESI & CO., INC.

UNDER SECTION 263 OF THE GENERAL CORPORATION LAW

1. The name and state of domicile of each of the constituent entities to be merged is: ESI Holdings Group, L.P., a Delaware limited partnership and BNY ESI & Co., Inc., a Delaware corporation;
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with subsection 263 of the Delaware General Corporation Law;
3. BNY ESI & Co., Inc. will be the surviving corporation;
4. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation;
5. The executed Agreement of Merger is on file at the office of the surviving corporation, BNY ESI & Co., Inc., 1633 Broadway, 48th Floor, New York, New York 10019;
6. A copy of the Agreement of Merger will be furnished by BNY ESI & Co., Inc., on request and without cost, to any stockholder of any constituent corporation or any partner of any constituent limited partnership;

IN WITNESS WHEREOF, I have signed this certificate as of the 16th day of March, 1998 and I affirm the statements contained herein as true under penalties of perjury.

BNY ESI & Co., Inc.

A handwritten signature in black ink, appearing to be "S. Shloss", written over a horizontal line.

Stephen R. Shloss,
President



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:

"BNY BROKERAGE HOLDINGS II, INC.", A DELAWARE CORPORATION,
"EXECUTION SERVICES INCORPORATED", A DELAWARE CORPORATION,
WITH AND INTO "BNY BROKERAGE HOLDINGS I, INC." UNDER THE
NAME OF "BNY ESI & CO., INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE ELEVENTH DAY OF MARCH, A.D. 1998,
AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

0826810 8100M

981451782

AUTHENTICATION: 9422639

DATE: 11-24-98

TRADEMARK
REEL: 1884 FRAME: 0354



CERTIFICATE OF MERGER
OF
BNY BROKERAGE HOLDINGS II, INC.
AND
EXECUTION SERVICES INCORPORATED
INTO
BNY BROKERAGE HOLDINGS I, INC.

UNDER SECTION 251 OF THE GENERAL CORPORATION LAW

1. The name and state of incorporation of each of the constituent corporations to be merged is: BNY Brokerage Holdings II, Inc. a Delaware corporation, Execution Services Incorporated, a Delaware corporation and BNY Brokerage Holdings I, Inc., a Delaware corporation;

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection 251 of the Delaware General Corporation Law;

3. BNY Brokerage Holdings I, Inc. will be the surviving corporation under its new name of BNY ESI & Co., Inc.;

4. The Certificate of Incorporation of the surviving corporation shall be amended to change the name of BNY Brokerage Holdings I, Inc. to BNY ESI & Co., Inc.;

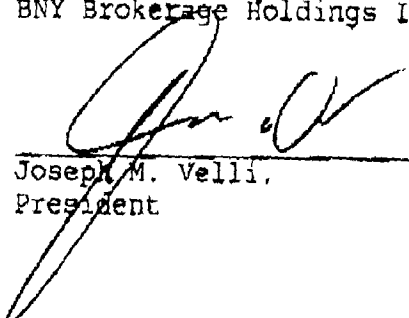
5. The executed Agreement of Merger is on file at the office of the surviving corporation, BNY Brokerage Holdings I, Inc., One Wall Street, New York, New York 10286;

6. A copy of the Agreement of Merger will be furnished by BNY Brokerage Holdings I, Inc., on request and without cost, to any stockholder of any constituent corporation;

8. The effective date of the merger is to be March 13, 1998 at 5:00 p.m.

IN WITNESS WHEREOF, I have signed this certificate as of the 11th day of March, 1998 and I affirm the statements contained herein as true under penalties of perjury.

BNY Brokerage Holdings I, Inc.



Joseph M. Velli,
President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 03/11/1998
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