



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

101875392
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): **10-4-01**
ING BARINGS LLC
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Limited Liability Company
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ABN AMRO Securities LLC
Internal
Address: _____
Street Address: 350 Park Avenue
City: New York State: NY Zip: 10022
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company
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 Merger
 Security Agreement Change of Name
 Other 2nd Amended and Restated Certificate of Formation
Execution Date: 4/30/01

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/146245

B. Trademark Registration No.(s)
- 4
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Peter F. Weinberg
Internal Address: _____
Gibson, Dunn & Crutcher LLP
Street Address: 1801 California St.
Suite 4100
City: Denver State: CO Zip: 80202

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account as payment of deficiency of fees
8. Deposit account number:
50-0792
(Attach duplicate copy of this page if paying by deposit account)

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.
Peter F. Weinberg [Signature] 09/25/01
Name of Person Signing Signature Date

10/15/2001 BYRNE 00000140 76146245
40.00
01 FC:401

Total number of pages including cover sheet, attachments, and document: 3
Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ING BARINGS LLC", CHANGING ITS NAME FROM "ING BARINGS LLC" TO "ABN AMRO SECURITIES LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1105941

DATE: 04-30-01

2552929 8100

010205554

FROM RICHARDS, LAYTON, & FINGER #1

(MCN) 4.30'01 10:58/ST. 10:58 AM '01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 04/30/2001
010205554 - 2552929

**SECOND
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
ING BARINGS LLC**

This Second Amended and Restated Certificate of Formation of ING Barings LLC (the "LLC"), dated as of April 30, 2001, has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. §18-208, to amend and restate the original Certificate of Formation of the Company, which was filed on October 17, 1995, with the Secretary of State of the State of Delaware, as heretofore amended (the "Certificate") under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.). The original name of the Company was Furman Selz LLC.

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name.

The name of the limited liability company is ABN AMRO Securities LLC.


2. Registered Office and Agent.

The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County DE 19808. The name and address of the registered agent of the LLC are: Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County DE 19808.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Second Amended and Restated Certificate of Formation as of the date first above written.

ABN AMRO INCORPORATED, as authorized person

By:


Name: Mark A. Egert
Title: Secretary

RLFI-2204718-1