

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇌ ⇌ ⇌ ▼

RECORDATION FORM COVER SHEET 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):
Oppenheimer Holdings, Inc.

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

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

2. Name and address of receiving party(ies)
Name: CIBC Oppenheimer Corp.
Internal
Address: _____
Street Address: 425 Lexington Ave.
City: New York State: NY Zip: 10017

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 Merger
 Security Agreement Change of Name
 Other Merger and Change Of Name

Execution Date: November 3, 1997

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/709170

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2149667 2152821
1589311

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Andrew Goldner, Esq.
Internal Address: Skadden, Arps, Slate, Meagher & Flom LLP

Street Address: Four Times Square

City: New York State: NY Zip: 10036-6522


6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-2385 (Our Ref: 074860/1)

DO NOT USE THIS SPACE

9. Signature.
Andrew Goldner
Name of Person Signing



Signature

January 29, 2003
Date

Total number of pages including cover sheet, attachments, and document: 4

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 11/03/1997
971372035 - 0722726

P.02

CERTIFICATE OF MERGER
OF
CIBC WOOD GUNDY SECURITIES CORP.
AND
OPPENHEIMER HOLDINGS, INC.
WITH AND INTO
OPPENHEIMER & CO., INC.

UNDER SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, Oppenheimer & Co., Inc., a Delaware corporation ("OpCo"), hereby certifies to the following information relating to the merger of CIBC Wood Gundy Securities Corp., a New York corporation ("CIBC Wood Gundy") and Oppenheimer Holdings, Inc., a Delaware Corporation ("Holdings"), with and into OpCo, the surviving corporation, which will be renamed "CIBC Oppenheimer Corp." (the "Merger").

1. The names and states of incorporation of OpCo, Holdings and CIBC Wood Gundy, which are the constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State</u>
Oppenheimer Holdings, Inc.	Delaware
Oppenheimer & Co., Inc.	Delaware
CIBC Wood Gundy Securities Corp.	New York

2. The Tri-Party Merger Agreement (the "Merger Agreement"), dated as of November 3, 1997, by and among CIBC Wood Gundy, Holdings and OpCo, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware or the provisions of Section 907 of the Business Corporation Law of the State of New York, as the case may be.

3. The name of the surviving corporation with respect to the Merger is Oppenheimer & Co., Inc., which shall be renamed "CIBC Oppenheimer Corp." (the "Surviving Corporation").

4. Pursuant to the Merger Agreement, the Certificate of Incorporation of OpCo shall be the Certificate of Incorporation of the Surviving Corporation, except that ARTICLE FIRST therein shall be amended as follows:

***FIRST:** The name of the Corporation is CIBC Oppenheimer Corp. *

5. Pursuant to the Merger Agreement, the By-laws of OpCo shall be the By-laws of the Surviving Corporation and the directors and officers of the Surviving Corporation shall be the directors and officers set forth on Exhibit B to the Merger Agreement, until further modified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation and applicable law.

6. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, 425 Lexington Avenue, New York, New York 10017, and a copy of the Merger Agreement will be furnished by the Surviving Corporation without cost, upon the request of any stockholder of the Constituent Corporations.

7. The authorized capital stock of CIBC Wood Gundy is 5,000,000 shares of common stock par value \$.25 per share, of which 4,522,215 shares are issued and outstanding.

8. The effective date of the Merger shall be 11:59 p.m. on November 3, 1997, and in any event, after the consummation of the acquisition contemplated by the Stock Acquisition Agreement dated July 22, 1997, by and among CIBC Wood Gundy, Oppenheimer Equities, Inc. and Oppenheimer Group, Inc.

01/27/2003

15:24

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of on this 3rd day of November, 1997.

OPPENHEIMER & CO., INC.

By [Signature]
Name: Roger W. Einiger
Title: Exec. Vice Pres.

Attest: [Signature]
By [Signature]
Name: Robert I Kleinberg
Title: Secretary

OPPENHEIMER HOLDINGS, INC.

By [Signature]
Name: Roger W. Einiger
Title: Exce. Vice Pres.

Attest: [Signature]
By [Signature]
Name: Robert I Kleinberg
Title: Secretary

CIBC WOOD GUNDY SECURITIES CORP.

By Michael S. Rulle
Name: Michael S. Rulle
Title: Chairman & CEO

Attest:
By Henry Flowers
Name: Henry Flowers
Title: Secretary

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

FOUR TIMES SQUARE
NEW YORK 10036-6522

TELEPHONE NO.: (212) 735-3000

FACSIMILE NO.: (212) 735-2000

DIRECT FACSIMILE NO.: 917-777-3816

EMAIL: kdegan@skadden.com

*Job
24*

FACSIMILE TRANSMITTAL SHEET

PLEASE DELIVER THE FOLLOWING PAGE(S) TO:

NAME: Assignment Division

FIRM: U.S. Patent and Trademark Office

CITY: Arlington DATE: January 29, 2003

TELEPHONE NO.: 703-308-9723

FACSIMILE NO.: 703-306-5995

FROM: Kimberley Degnan FLR/RM.: 26-306

REFERENCE NO.: 074860/1 DIRECT DIAL: 212-735-3816

TOTAL NUMBER OF PAGES INCLUDING COVER(S): 5

THIS FACSIMILE IS INTENDED ONLY FOR USE OF THE ADDRESSEE(S) NAMED HEREIN AND MAY CONTAIN LEGALLY PRIVILEGED AND/OR CONFIDENTIAL INFORMATION. IF YOU ARE NOT THE INTENDED RECIPIENT OF THIS FACSIMILE, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS FACSIMILE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS FACSIMILE IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL FACSIMILE TO US AT THE ADDRESS ABOVE VIA THE LOCAL POSTAL SERVICE. WE WILL REIMBURSE ANY COSTS YOU INCUR IN NOTIFYING US AND RETURNING THE FACSIMILE TO US.

MESSAGE: **Trademarks**

The Commissioner is hereby authorized to charge any fees in connection with the attached recordation request to **Skadden, Arps Deposit Account No. 19-2385 (Our Ref: 074860/1)**

Kimberley Degnan
Kimberley Degnan, Trademark Legal Assistant