

U.S. Department of Commerce  
Patent and Trademark OfficeRECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): Salomon Smith Barney Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation - New York  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Name: Citigroup Global Markets Inc. Address: 388 Greenwich Street New York, New York 10013</p> <p><input type="checkbox"/> Individual(s)  <input checked="" type="checkbox"/> Corporation - New York  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Liability Co.</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>April 7, 2003</u></p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <b>SEE ATTACHED SCHEDULE A</b></p>	<p>B. Trademark Registration No.(s) <b>SEE ATTACHED SCHEDULE B</b></p>
<p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Dorothy R. Whitney, Esq. Cowan, Liebowitz &amp; Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799</p>	<p>6. Total number of applications and registrations involved <b>178</b></p> <p>7. Total fee (37 CFR 3.41)..... <b>\$4465</b></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Any deficiency is authorized to be charged to Deposit Account No. <b>03-3415</b>.</p> <p>8. Deposit Account No. <b>03-3415</b> (Attach duplicate copy of this page if paying by deposit account)</p>
<p>DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature. <i>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.</i></p> <p><u>Dorothy R. Whitney</u>                      <u>Dorothy R. Whitney</u>                      <u>5/5/03</u> Name of Person Signing                      Signature                      Date</p> <p>Total number of pages including cover sheet, attachments, and document: _____</p>	

## SCHEDULE A

1

Country: United States

<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
FAMILYASSIST	36	75/709935	5/20/99			Filed
X-TRA	36	75/772172	8/9/99			Filed
T2CAPS	36	76/051255	5/18/00			Filed
SECURITIES.HUB	36	76/068703	6/13/00			Filed
SECURITIES HUB	36	76/068702	6/13/00			Filed
SEE HOW THEY EARNED IT	41	76/113238	8/21/00			Filed
ABOVE THE FOLD	16	76/147716	10/16/00			Filed
NEXTVESTOR	41	76/184013	12/20/00			Filed
FROM LINEAGE TO LEGACY	41	76/223941	3/13/01			Filed
FROM SHARECROPPER TO SHAREHOLDER	41	76/223940	3/13/01			Filed
FROM CLOSET TO CORNER OFFICE	41	76/223938	3/13/01			Filed
FROM HOMEMAKER TO RISK TAKER	41	76/223937	3/13/01			Filed
FROM BARRIERS TO BOARDROOMS	41	76/223939	3/13/01			Filed
GEO	36	76/224070	3/12/01			Filed
EF SOURCE	36	76/223320	3/9/01			Filed
MAPPING	16, 36	76/223386	3/9/01			Filed
MACROMAPPING	16, 36	76/223387	3/9/01			Filed
SECTORMAPPING	16, 36	76/223385	3/9/01			Filed
DATAMAPPING	16, 36	76/223384	3/9/01			Filed
SSBGEO INSIGHT	36	76/254668	5/8/01			Filed
DEWS	36	76/260003	5/21/01			FILED
PUMAS	36	76/300862	8/15/01			FILED
SHARCS	36	76/377711	3/4/02			Filed

TRADEMARK

REEL: 2644 FRAME: 0310

## SCHEDULE A

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Country: United States							
Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status	
MARP	36	76/391496	4/4/02			Filed	
BONUSES	36	78/179583	10/29/02			Filed	
SMITH BARNEY ACCESS	36	78/185486	11/15/02			Filed	
SMITH BARNEY FIXED INCOME HIGH NET WORTH PROGRAM	36	78/193492	12/11/02			Filed	
FIXED INCOME HIGH NET WORTH PROGRAM	36	78/193499	12/11/02			Filed	
CAST CERTIFICATES	36	78/201902	1/10/03			Filed	
PRIME TALK	36	78/217147	2/20/03			Filed	
PRIME TALK	16	78/217125	2/20/03			Filed	
COMMON LANGUAGE AND VALUES	36	78/225238	3/13/03			Filed	
HUTTON INVESTORS FUTURES, L.P. II	36	75/174617	10/1/96			Filed	
SMITH BARNEY CAPITAL ACCESS	42	75/277277	4/18/97			Filed	
SSB	36	75/648553	2/25/99			Filed	
SSBACCESS.COM	36	76/069337	6/13/00			Filed	
SSBGEO	36	76/081159	6/30/00			Filed	
LIVE FACTSHEETS	36	76/101158	8/1/00			Filed	
R-H	36	76/276406	6/25/01			Filed	
SMITH BARNEY WE MAKE MONEY THE OLD FASHIONED WAY. WE EARN IT.	36	78/158859	8/28/02			Filed	
LOCAL DEPTH, GLOBAL REACH	36	78/196450	12/19/02			Filed	

## SCHEDULE B

Country: United States							
Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status	
WORLD TRADER	36	75/588761	11/16/98	2294836	11/23/99	Registered	
PINES	36	75/452046	3/18/98	2266692	8/3/99	Registered	
JUMPS	36	75/522057	7/20/98	2386259	9/12/00	Registered	
MAPS	36	75/522073	7/20/98	2432604	3/6/01	Registered	
SMITH BARNEY RETIREMENT ADVISOR	36	75/109665	5/24/96	2155457	5/5/98	Registered	
TAKE YOUR PARENTS TO SCHOOL DAY	41	75/348981	8/28/97	2272929	8/24/99	Registered	
PARTICIPANT INVESTMENT PLANNER	36	75/320277	7/7/97	2273373	8/31/99	Registered	
GREENWICH STREET ADVISORS	36	75/319649	7/7/97	2231545	3/16/99	Registered	
THE CONCERT INVESTMENTS SERIES	36	75/231889	1/27/97	2296410	11/30/99	Registered	
ASSETONE (STYLIZED)	36	75/277740	4/21/97	2208202	12/8/98	Registered	
PRESERVED ASSET MORTGAGE	36	75/269802	4/7/97	2263490	7/20/99	Registered	
REDEFINING FULL SERVICE	36	75/136241	7/19/96	2279657	9/21/99	Registered	
SMITH BARNEY STRATEGIES	16	75/391840	11/17/97	2252877	6/15/99	Registered	
ROBINSON-HUMPHREY STRATEGIES	16	75/391800	11/17/97	2249051	6/1/99	Registered	
TRUSTSOURCE (STYLIZED)	36	75/389594	11/13/97	2208983	12/8/98	Registered	
CYBER-PORTFOLIO	36	75/375713	10/20/97	2263814	7/20/99	Registered	
INSIDE TRACK	36	75/331867	7/28/97	2208497	12/8/98	Registered	
OFFSHORE TRAK	36	75/479928	5/5/98	2271917	8/24/99	Registered	
MUNICIPAL MARKET COMMENT	16	75/487507	5/18/98	2258280	6/29/99	Registered	
FUNDPATH	36	75/532149	8/6/98	2341930	4/11/00	Registered	
MULTIPLE DISCIPLINE ACCOUNT	36	75/703173	5/11/99	2430541	2/20/01	Registered	

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## SCHEDULE B

2

<i>Country:</i> <b>United States</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
SEE HOW WE EARN IT	36	75/798771	9/13/99	2513941	12/4/01	Registered
STRATEGY SPECTRUM	36	75/803626	9/17/99	2518325	12/11/01	Registered
SCHOLARS CHOICE	36	75/809291	9/27/99	2497605	10/16/00	Registered
SCHOLARS CHOICE SAVE TODAY. HELP SECURE TOMORROW. & DESIGN	36	75/823249	10/14/99	2447103	4/24/01	Registered
PROS	36	75/878410	12/21/99	2576561	6/4/02	Registered
CORBS	36	75/898015	1/19/00	2505452	11/6/01	Registered
MINI-TRUPS	36	75/933261	3/2/00	2616397	9/10/02	Registered
BECAUSE ACCURACY COUNTS	36	76/044218	5/8/00	2441105	4/3/01	Registered
THE FUTURE ECONOMY = OLD ECONOMY + NEW ECONOMY	36	76/064706	6/7/00	2446582	4/24/01	Registered
THE FUTURE ECONOMY	36	76/064705	6/7/00	2449325	5/8/01	Registered
YOUR SERIOUS MONEY. PROFESSIONALLY MANAGED.	36	76/078317	6/27/00	2459819	6/12/01	Registered
FLEXERS	36	76/103254	8/4/00	2548438	3/12/02	Registered
SALOMON SMITH BARNEY MEDALLION PROGRAM	36	76/111380	8/17/00	2598997	7/23/02	Registered
ASSETONE SELECT	36	76/131227	9/19/00	2485227	9/4/01	Registered
INTERNET TECHNOLOGY 101	16	76/137043	9/28/00	2503895	11/6/01	Registered
401(K) ADVISOR	36	76/156439	10/30/00	2593209	7/9/02	Registered
EECP	36	76/223942	3/13/01	2696417	3/11/03	Registered
TRANSITION ACCESS	36	76/248510	4/26/01	2652603	11/19/02	Registered
GLOBAL FUTURES SERVICES ONLINE	36	76/277983	6/28/01	2541999	2/19/02	Registered
ONE POWERFUL RELATIONSHIP...AROUND THE WORLD. AND DESIGN	36	76/289338	7/19/01	2532196	1/22/02	Registered

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## SCHEDULE B

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Country: United States							
Mark	Class	App. #	App. Dt	Reg. #	Reg. Dt	Status	
CZARS	36	76/300858	8/15/01	2688113	2/18/03	Registered	
SYNDICATE DIRECT	36	76/310868	9/10/01	2665891	12/24/02	Registered	
GFSO LOGO	36	76/363845	1/28/02	2666223	12/24/02	Registered	
RH DESIGN	36	76/268492	6/7/01	2536415	2/5/02	Registered	
TECHLANTA	35	76/225337	3/15/01			Registered	
SALOMON BROTHERS	36	73/696194	11/18/87	1581876	2/6/90	Registered	
HORIZON MATCHING	16, 36	73/445839	9/29/83	1292821	9/4/84	Registered	
VANTAGE ACCOUNT & DESIGN	36	73/377703	7/30/82	1300903	10/16/84	Registered	
INVEST YOUR TIME BEFORE YOU INVEST YOUR MONEY	36	73/475950	4/18/84	1333604	4/30/85	Registered	
FMA	36	73/404373	12/1/82	1358403	9/3/85	Registered	
MINDS OVER MONEY	36	73/538117	5/17/85	1370545	11/12/85	Registered	
FUNDING FOR LIFE	36	73/602725	6/6/86	1425144	1/13/87	Registered	
TOTAL RETURN MANAGEMENT	36	73/578045	1/15/86	1428717	2/10/87	Registered	
RANGE FORWARD	36	73/613852	8/8/86	1447881	7/14/87	Registered	
PARTICIPATING FORWARD	36	73/666669	6/15/87	1475303	2/2/88	Registered	
DARTS	36	73/714790	3/4/88	1513044	11/15/88	Registered	
FLEX DARTS	36	73/714791	3/4/88	1513045	11/15/88	Registered	
WHERE WE STAND	36	73/700374	12/11/87	1515752	12/6/88	Registered	
THE SERIOUS INVESTOR	36	73/733473	6/10/88	1547655	7/11/89	Registered	
STOCKFACTS	9	73/750955	9/9/88	1581141	2/6/90	Registered	
SDO	36	74/302144	8/7/92	1766206	4/20/93	Registered	
TRAK	36	74/189221	7/29/91	1766919	4/20/93	Registered	
SCENARIO DEPENDENT OPTIMISATION	36	74/302145	8/7/92	1784423	7/27/93	Registered	

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## SCHEDULE B

Country: United States							
Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status	
401(K) TRAK	36	74/368057	3/15/93	1806413	11/23/93	Registered	
MANAGING THE BUSINESS OF LIFE	36	74/395707	5/21/93	1824609	3/1/94	Registered	
401(K) ADVISOR	9	74/324430	10/22/92	1868841	12/20/94	Registered	
TRHX	9	74/583059	10/6/94	1923481	10/3/95	Registered	
SMITH BARNEY	36	74/587670	10/20/94	1986596	7/16/96	Registered	
TARGETS (TARGETED GROWTH ENHANCED TERM SECURITIES)	36	74/628203	2/1/95	1994673	8/20/96	Registered	
SMITH BARNEY MUTUAL FUNDS LOGO	36	74/717758	8/18/95	2015175	11/12/96	Registered	
SMITH BARNEY THEY MAKE MONEY THE OLD FASHIONED WAY. THEY EARN IT.	36	75/049118	1/26/96	2025574	12/24/96	Registered	
ZERO-TO-FULL	36	75/060667	2/21/96	2035482	2/4/97	Registered	
ZTF	36	75/060693	2/21/96	2035483	2/4/97	Registered	
PEACHTREE VENTURE CAPITAL	36	74/709979	8/2/95	2038272	2/18/97	Registered	
SMITH BARNEY FUNDALLOCATION	36	74/611925	12/16/94	2051277	4/8/97	Registered	
THE CONCERT SERIES	36	75/119394	6/14/96	2061376	5/13/97	Registered	
TRUPS	36	75/094996	4/26/96	2071515	6/17/97	Registered	
SMITH BARNEY MUTUAL FUNDS INVESTING FOR YOUR FUTURE EVERY DAY	36	74/601481	11/21/94	2079654	7/15/97	Registered	
401(K) BLUEPRINT	36	75/113190	6/3/96	2085099	7/29/97	Registered	
PORTFOLIO CREDITLINE	36	75/136233	7/19/96	2108047	10/21/97	Registered	
STRATEGIC 10 PORTFOLIO	36	75/180741	10/15/96	2110642	11/4/97	Registered	
EXPRESS CREDIT	36	75/127723	7/1/96	2128273	1/13/98	Registered	
TRUST INVESTMENT ENHANCED RETURN SECURITIES	36	75/274335	4/14/97	2129640	1/13/98	Registered	

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## SCHEDULE B

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Country: United States						
Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status
TAPS (THRESHOLD APPRECIATION PRICE SECURITIES)	36	74/628204	2/1/95	2141223	3/3/98	Registered
SMITH BARNEY RETIREMENT ADVISORY SERVICES	36	75/109828	5/24/96	2145297	3/17/98	Registered
TIERS	36	75/274336	4/14/97	2149402	4/7/98	Registered
EXECCHOICE (STYLIZED)	36	75/141829	7/29/96	2149765	4/7/98	Registered
CAPITAL TRUST PASS-THROUGH SECURITIES	36	75/221600	1/6/97	2168691	6/23/98	Registered
LINK ADVISORS	36	75/109700	5/24/96	2181125	8/11/98	Registered
LANCES	36	75/392640	11/19/97	2216316	1/5/99	Registered
DIVIDEND HONOR ROLL	16	75/312277	6/20/97	2250842	6/8/99	Registered
ELKS	36	75/330393	7/25/97	2252551	6/15/99	Registered
WOMEN ESTABLISHING A LIFETIME OF FINANCIAL HEALTH	41	75/526378	7/27/98	2257284	6/29/99	Registered
WEALTH	41	75/527046	7/27/98	2257289	6/29/99	Registered
STRATEGIC 10/A+ PORTFOLIO	36	75/526380	7/27/98	2261166	7/13/99	Registered
STOCK OPTION ACCESS	36	75/484783	5/14/98	2270021	8/10/99	Registered
SAFETY FIRST INVESTMENTS	36	75/564931	10/6/98	2281691	9/28/99	Registered
CIDRS	36	75/476578	4/29/98	2287419	10/19/99	Registered
GYRUS	16, 36	75/479435	5/5/98	2300864	12/14/99	Registered
PIONEERS IN MANAGED MONEY RELATIONSHIPS	36	75/541773	8/24/98	2305773	1/4/00	Registered
LEVERAGING THE POWER OF TEAMWORK	36	75/532150	8/6/98	2323329	2/29/00	Registered
QUICKCHANGE	36	75/524429	7/23/98	2328181	3/14/00	Registered
(K)CHOICE	36	75/676128	4/6/99	2329373	3/14/00	Registered
POMES	36	75/714195	5/26/99	2329760	3/14/00	Registered

TRADEMARK

REEL: 2644 FRAME: 0316



## SCHEDULE B

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Country: United States							
Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status	
REFS	36	75/524428	7/23/98	2336763	3/28/00	Registered	
BREAKFAST IN AMERICA	16	75/744766	7/8/99	2338744	4/4/00	Registered	
CONCERT ALLOCATION	36	75/693497	4/29/99	2343305	4/18/00	Registered	
SALOMON SMITH BARNEY RETIREMENT ACCESS	36	75/589707	11/16/98	2350912	5/16/00	Registered	
SALOMON SMITH BARNEY ACCESS	36	75/497799	6/8/98	2356048	6/6/00	Registered	
SALOMON SMITH BARNEY DIRECT	36	75/693499	4/29/99	2361924	6/27/00	Registered	
IMAGINE NO LIMITS	35	75/798180	9/13/99	2371134	7/25/00	Registered	
SALOMON SMITH BARNEY BENEFIT ACCESS	36	75/804,604	9/21/99	2383120	9/5/00	Registered	
FOCUSED ON GROWTH	36	75/837727	11/2/99	2383352	9/5/00	Registered	
SALOMON SMITH BARNEY	36	75/398235	12/1/97	2383680	9/5/00	Registered	
CORTS	36	75/716994	6/1/99	2387465	9/19/00	Registered	
WORLD.BROKER	36	75/481718	5/8/98	2388827	9/19/00	Registered	
ZONES	36	75/838029	11/1/99	2391648	10/3/00	Registered	
GINS	36	75/407788	6/8/98	2392023	10/3/00	Registered	
SALOMON SMITH BARNEY PROFESSIONAL ALLIANCE	36	75/532148	8/6/98	2400669	10/31/00	Registered	
WOMEN IN TRANSITION	41	75/696091	5/3/99	2404925	11/14/00	Registered	
SERIOUS MONEY IS PROFESSIONALLY MANAGED	36	76/010217	3/27/00	2435268	3/13/01	Registered	
GFSO	36	76/044219	5/8/00	2441106	4/3/01	Registered	
PLANPERSPECTIVES	16	76/056811	5/25/00	2449262	5/8/01	Registered	
OPPORTUNITIES	36	75/648552	2/25/99	2449814	5/8/01	Registered	
ROBINSON-HUMPHREY SOUTHEASTERN COMPOSITE INDEX	36	75/299241	5/28/97	2466834	7/10/01	Registered	

TRADEMARK

REEL: 2644 FRAME: 0317

## SCHEDULE B

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<u>Country:</u> United States							
<u>Mark</u>	<u>Class</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>	
SALOMON SMITH BARNEY ON-SITE	36	76/058552	5/30/00	2514581	12/4/01	Registered	
RH	36	76/274615	6/21/01	2527515	1/8/02	Registered	
STOCK ADMIN 101	41	76/098979	7/28/00	2566805	5/7/02	Registered	
RH ROBINSON-HUMPHREY & DESIGN	36	76/268131	6/7/01	2569934	5/14/02	Registered	
UN-CONFERENCE	35	76/158638	11/2/02	2584756	6/25/02	Registered	
WHERE KNOWLEDGE MEETS OPPORTUNITY	35	76/177482	12/7/00	2586528	6/25/02	Registered	
ROBINSON-HUMPHREY	36	76/268129	6/7/01	2591284	7/9/02	Registered	
MINI-T2CAPS	36	76/100775	8/1/00	2608758	8/20/02	Registered	
MAKING YOU THE EXCEPTION	36	76/141088	10/4/00	2634167	10/15/02	Registered	
MULTICHOICE	36	75/513440	7/6/98	2406874	11/21/00	Registered	
SALOMON BROTHERS & DESIGN	36	72/370627	9/14/70	911433	4/13/71	Registered	

Apr-11-2003 02:16am From-

State of New York }  
Department of State } SS:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 7, 2003**



*Secretary of State*

DOS-200 (Rev. 03/02)

CT-07

f 03040700000

Restated Certificate of Incorporation

of

Salomon Smith Barney Inc.

under section 807 of the Business Corporation Law

The undersigned corporation certifies that:

- 1 The name of the corporation is Salomon Smith Barney Inc. The corporation was originally formed under the name "Pendex Real Estate Corp."
- 2 The certificate of incorporation of the corporation was filed with the department of state on February 23, 1977, and a restated certificate of incorporation was filed with the department of state on October 15, 1998.
- 3 The text of the certificate of incorporation is amended as follows:  
  
Article First of the certificate of incorporation is amended to change the name of the corporation from "Salomon Smith Barney Inc." to "Citigroup Global Markets Inc."  
  
Article Fifth of the certificate of incorporation is amended to change the service of process address.
- 4 The text of the certificate of incorporation, as amended as described in section 3, is restated to read in its entirety as follows:

**First: Name**

The name of the corporation is Citigroup Global Markets Inc.

**Second: Purpose**

The corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be organized under the Business Corporation Law (the BCL). The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

**Third: Office**

The office of the corporation is located in the City of New York, County of New York.

Apr-11-2003 02:18am From-

APR-04-2003 14:29

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**Fourth: Capital Shares**

(a) The aggregate number of shares that the corporation shall have the authority to issue is 1,100, of which 1,000 shares shall be designated "common shares," with a par value of \$10,000 per share, and 100 shares shall be designated "preferred shares," with a par value of \$10,000 per share.

(b) The corporation may issue the preferred shares in series. The board of directors is authorized to establish and designate series of preferred shares, to issue the shares of preferred shares in series and to fix the number of shares in a series and the variations in the relative rights, preferences and limitations as between series. The board of directors may determine for each series:

(i) the number of shares constituting that series and the distinctive designation of that series;

(ii) the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that series;

(iii) whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) whether that series shall have conversion or exchange privileges, and, if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the board of directors shall determine;

(v) whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the manner of selecting shares for redemption if less than all shares are to be redeemed, the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(vii) the right of the shares of that series to the benefit of conditions and restrictions upon the creation of indebtedness of the corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the corporation or any subsidiary of any outstanding shares of the corporation;

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(viii) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series;

(ix) any restrictions on transfers of shares of that series; and

(x) any other relative, participating, optional or other special rights, qualifications, limitations or restrictions of that series.

(c) **Series A Cumulative Preferred Shares**

1. *Designation and Number of Shares.* The designation of such series shall be series A cumulative preferred shares (the "series A preferred shares"), and the number of shares constituting such series shall be 50. The number of authorized shares of series A preferred shares may be reduced (but not below the number of shares thereof then outstanding) by further resolution duly adopted by the board of directors and by the filing of a certificate pursuant to the provisions of the BCL stating that such reduction has been so authorized, but the number of authorized shares of series A preferred shares shall not be increased.

2. *Dividends.* Dividends on each share of series A preferred shares shall be cumulative from the date of original issue of such share and shall be payable, when and as declared by the board of directors or the executive committee of the board of directors (the "executive committee") out of funds legally available therefor, in cash on January 15, April 15, July 15 and October 15 of each year, commencing October 15, 1998.

Each quarterly period beginning on January 1, April 1, July 1 and October 1 in each year and ending on and including the day next preceding the first day of the next such quarterly period shall be a "dividend period." If a share of series A preferred shares is outstanding during an entire dividend period, the dividend payable on such share on the 15th day of the calendar month immediately following the last day of such dividend period (the "dividend amount") shall be equal to the product of (a) the liquidation preference (as defined in section c(7) of this article 4) for such share, multiplied by (b) the period rate for such dividend period. If, for any dividend period beginning after September 30, 1998, a share of series A preferred shares is outstanding for less than an entire dividend period, the dividend payable on such share on the 15th day of the calendar month immediately following the last day of such dividend period on which such share shall be outstanding shall be the product of the dividend amount for such dividend period multiplied by the ratio (which shall not exceed one) that the number of days that such share was outstanding during such dividend period bears to the number of days in such dividend period. The period rate for any dividend period shall be equal to one-quarter (1/4) of three-tenths (3/10) of the rate on three-month U.S. Treasury Bills as

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reported in *The Wall Street Journal* on the first day of such dividend period (or, in the case of the initial dividend period, as so reported on July 1, 1998).

Each dividend on the shares of series A preferred shares shall be paid to the holders of record of shares of series A preferred shares as they appear on the stock register of the corporation on such record date, not more than 60 days nor less than 10 days preceding the payment date of such dividend, as shall be fixed in advance by the board of directors or the executive committee. Dividends on account of arrears for any past dividend periods may be declared and paid at any time, without reference to any regular dividend payment date, to holders of record on such date, not exceeding 45 days preceding the payment date thereof, as may be fixed in advance by the board of directors.

If there shall be outstanding shares of any other class or series of preferred shares of the corporation ranking on a parity as to dividends with the series A preferred shares, the corporation, in making any dividend payment on account of arrears on the series A preferred shares or such other class or series of preferred shares, shall make payments ratably upon all outstanding shares of series A preferred shares and such other class or series of preferred shares in proportion to the respective amounts of dividends in arrears upon all such outstanding shares of series A preferred shares and such other class or series of preferred shares to the date of such dividend payment.

Holders of shares of series A preferred shares shall not be entitled to any dividend, whether payable in cash, property or shares, in excess of full cumulative dividends on such shares. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment that is in arrears.

3. **Redemption.** The series A preferred shares are not subject to any mandatory redemption pursuant to a sinking fund or otherwise. The Company, at its option and subject to New York Stock Exchange, Inc. approval, may redeem shares of series A preferred shares, as a whole or in part, at a price of \$250 per share, plus accrued and accumulated but unpaid dividends thereon to but excluding the date fixed for redemption (the "redemption price") at any time or from time to time (i) after the termination of the Clearing Agreement dated as of May 6, 1996 between the corporation's predecessor, Smith Barney Inc., and Tribeca Investments, L.L.C. (the "Clearing Agreement"), (ii) if required by or under the rules of the U.S. Securities and Exchange Commission, the U.S. Commodities Futures Trading Commission, the New York Stock Exchange, Inc., the Chicago Board of Trade or any other domestic governmental authority or self regulatory organization of which the corporation is a member or to which the corporation is subject, or (iii) in

the event of any transfer, or attempted transfer, by the holder of such shares, whether such transfer is voluntary or involuntary, by operation of law or otherwise, other than a transfer of all of such holder's shares to a permitted assignee of all of such holder's rights under the Clearing Agreement in conjunction with an assignment thereof.

If the corporation shall redeem shares of series A preferred shares pursuant to this section 3, notice of such redemption shall be given by first class mail, postage prepaid, not less than 10 or more than 90 days prior to the redemption date, to each holder of record of the shares to be redeemed, at such holder's address as shown on the stock register of the corporation. Each such notice shall state: (a) the redemption date; (b) the number of shares of series A preferred shares to be redeemed and, if less than all such shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (c) the redemption price; (d) the place or places where certificates for such shares are to be surrendered for payment of the redemption price; and (e) that dividends on the shares to be redeemed will cease to accrue on such redemption date. Notice having been mailed as aforesaid, from and after the redemption date (unless default shall be made by the corporation in providing money for the payment of the redemption price) dividends on the shares of series A preferred shares so called for redemption shall cease to accrue, and such shares shall no longer be deemed to be outstanding, and all rights of the holders thereof as shareholders of the corporation (except the right to receive from the corporation the redemption price) shall cease. Upon surrender in accordance with such notice of the certificates for any shares so redeemed (properly endorsed or assigned for transfer, if the board of directors or the executive committee shall so require and the notice shall so state), the corporation shall redeem such shares at the redemption price. If less than all of the outstanding shares of series A preferred shares are to be redeemed, the corporation shall select those shares to be redeemed from outstanding shares of series A preferred shares not previously called for redemption by lot or *pro rata* (as nearly as may be) or by any other method determined by the board of directors or the executive committee to be equitable.

The Company shall not redeem less than all the outstanding shares of series A preferred shares pursuant to this section 3, or purchase or acquire any shares of series A preferred shares otherwise than pursuant to a purchase or exchange offer made on the same terms to all holders of shares of series A preferred shares, unless full cumulative dividends shall have been paid or declared and set apart for payment upon all outstanding shares of series A preferred shares for all past dividend periods.

4. *Shares to be Retired.* All shares of series A preferred shares redeemed by the corporation shall be retired and canceled and shall be restored to the



status of authorized but unissued shares of preferred shares, without designation as to series, and may thereafter be reissued.

5. *Conversion or Exchange.* The holders of shares of series A preferred shares shall not have any rights to convert any such shares into or exchange any such shares for shares of any other class or series of capital shares of the corporation.

6. *Voting.* Except as otherwise required by law, the series A preferred shares shall have no voting rights.

7. *Liquidation Preference.* In the event of any liquidation, dissolution or winding up of the corporation, voluntary or involuntary, the holders of series A preferred shares shall be entitled to receive out of the assets of the corporation available for distribution to shareholders before any distribution of assets shall be made to the holders of the common shares or of any other shares of stock of the corporation ranking as to such distribution junior to the series A preferred shares, a liquidating distribution in an amount equal to \$10,000 per share (the "liquidation preference") plus an amount equal to any accrued and accumulated but unpaid dividends thereon to the date of final distribution. The holders of the series A preferred shares shall not be entitled to receive the liquidation preference and such accrued dividends, however, until the liquidation preference of any other class of shares of the corporation ranking senior to the series A preferred shares as to rights upon liquidation, dissolution or winding up shall have been paid (or a sum set aside therefor sufficient to provide for payment) in full.

If, upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the assets available for distribution are insufficient to pay in full the amounts payable with respect to the series A preferred shares and any other shares of stock of the corporation ranking as to any such distribution on a parity with the series A preferred shares, the holders of the series A preferred shares and of such other shares shall share ratably in any distribution of assets of the corporation in proportion to the full respective preferential amounts to which they are entitled.

After payment to the holders of the series A preferred shares of the full preferential amounts provided for in this article 4(c), the holders of the series A preferred shares shall be entitled to no further participation in any distribution of assets by the corporation.

Consolidation or merger of the corporation with or into one or more other corporations, or a sale, whether for cash, shares of stock, securities or properties, of all or substantially all of the assets of the corporation, shall not be deemed or construed to be a liquidation, dissolution or winding up of the corporation within the meaning of this article 4(c) if the preferences

of the holders of shares of series A preferred shares are not impaired thereby.

(d) Shares of any series of preferred shares that have been redeemed (whether through the operation of a sinking fund or otherwise) or which, if convertible or exchangeable, have been converted into or exchanged, shall have the status of authorized and unissued shares of preferred shares of the same series and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of preferred shares to be created by resolution or resolutions of the board of directors or as part of any other series of preferred shares, all subject to the conditions and the restrictions on issuance set forth in the resolution or resolutions adopted by the board of directors providing for the issue of any series of preferred shares.

(e) No shareholder of the corporation shall have a preemptive right to subscribe for any shares of any class of shares of the corporation, whether now or hereafter authorized, or any securities convertible into or exchangeable for such shares, or any rights, warrants or options to subscribe for, purchase or receive such shares or convertible or exchangeable securities.

**Fifth: Agent for Service of Process**

The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The post office address of the corporation to which the Secretary of State shall mail process against the corporation served upon the Secretary of State is Citigroup Global Markets Inc., 388 Greenwich Street, New York, NY 10013, attention: General Counsel.

**Sixth: Corporation's Right to Purchase a Holder's Capital Stock**

(a) **Issuance of Shares.** Shares of the stock of the Corporation shall be issued only in the name of the beneficial owner thereof, and no transfer of such shares shall be effected except on the stock books of the Corporation.

**(b) Corporation's Right to Purchase Shares**

(i) The Corporation shall have the right to purchase any or all of the holder's common shares:

A. When a holder gives the Corporation written notice of the holder's intention to sell or otherwise dispose of any of his shares, naming the proposed buyer or transferee;

B. When a holder's shares are involuntarily transferred by operation of law or otherwise;

C. When any holder required to be approved by the Board of Directors of the New York Stock Exchange, Inc. as a "member," "allied member" or "approved person" fails or ceases to be so approved the terms "member," "allied member" and "approved person" shall for the purpose of this section have the meaning given such terms in the Constitution and the General Rules of the New York Stock Exchange, Inc. provided that, in such event, the Corporation shall also have the right to redeem or convert to a fixed income security all or any parts of such holder's shares on terms determined by the board of directors; and

D. When the board of directors in good faith determines that it is in the best interests of the Corporation.

(ii) The price to be paid for a holder's shares purchased pursuant to section b(i) of this article 6 shall be equal to:

A. the net worth of the Corporation less the aggregate amount, if any, that would be required to be paid to holders of any preferred shares outstanding in the event that the Corporation were dissolved on the date of such purchase; divided by

B. the number of common shares outstanding.

(iii) The Corporation shall have such rights to purchase a holder's preferred shares of any series as are set forth in the certificate filed pursuant to section b(i) of article 4 providing for the issuance of such series.

**Seventh: No preemptive rights**

Shareholders shall not be entitled to preemptive rights, directly or indirectly, in respect of any equity, voting, or other shares of the corporation.

**Eighth: Number of Directors**

The number of directors of the corporation shall be fixed as provided in the corporation's by-laws as then in effect.

**Ninth: Removal of Director**

A director may be removed, with or without cause, by a majority vote of the outstanding common shares.

**Tenth: Amendment of By-laws**

The board of directors may adopt, amend or repeal the by-laws of the corporation by majority vote.

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**Eleventh: Limitation of Liability of Directors**

To the fullest extent permitted under section 402 of the BCL, no director of the corporation shall be personally liable to the corporation or its shareholders for damages for any breach of duty in such capacity, provided that this provision shall not limit

- the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that his or her acts violated section 719 of the BCL, or
- the liability of any director for any act or omission prior to adoption of a provision authorized by this paragraph.

**Twelfth: Restrictions on dividends**

No dividend shall be declared or paid which shall impair the capital of the corporation nor shall any distribution of assets be made to any shareholder unless the value of the assets of the corporation remaining after such payment or distribution is at least equal to the aggregate of its debts and liabilities, including capital.

5 This amendment and restatement of the certificate of incorporation was authorized by

- (i) the board of directors of the corporation pursuant to section 803 of the BCL and,
- (ii) the written consent of the holders of all shares of the corporation entitled to vote thereon pursuant to section 803 of the BCL.

This certificate is dated April 7, 2003 and is affirmed by the undersigned corporation as true under the penalties of perjury.

Salomon Smith Barney Inc.

By: 

Name: Andrew W. Alter  
Title: Assistant Secretary

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DIVISION OF CORPORATIONS AND STATE BUREAU

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FILING RECEIPT

ENTITY NAME: CITIGROUP GLOBAL MARKETS INC.

DOCUMENT TYPE: RESERVATION FOR CHANGE OF NAME

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 0

APPLICANT NAME : SALOMON SMITH BARNEY INC.

FILED: 03/04/2003 DURATION: 05/05/2003 CASH#: 030304000 25 FILM #: 03030400041

ADDRESS FOR PROCESS

REGISTERED AGENT



\*\* SUBMIT RECEIPT WHEN FILING CERTIFICATE \*\*

FILER	FEES		PAYMENTS	
SALOMON SMITH BARNE INC. C/O SKADDEN ARPS SLATE MEAGHER & FLOM LLP ONE RODNEY SQ. WILMINGTON, DE 19801	FILING TAX CERT COPIES HANDLING	45.00 20.00 0.00 0.00 25.00	CASH CHECK CHARGE DRAWDOWN BILLED REFUND	45.00 0.00 45.00 0.00 0.00 0.00

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**CT-07**

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**SALOMON SMITH BARNEY INC.**

**UNDER SECTION 807 OF THE  
BUSINESS CORPORATION LAW**

*Del/ST*

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**STATE OF NEW YORK  
DEPARTMENT OF STAT**

**FILED APR - 7 2003**

**TAX S**  
**BY: SB**

*NY*

**Skadden, Arps Slate, Meagher & Flom LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899-0636**

**DRAWDOW**

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**Cowan, Liebowitz & Latman, P.C.**

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**Fax Cover Sheet***Writer's Direct Dial*  
(212) 790-9212  
*drw@cll.com***Our Ref:** 22087-36**To:** Assignment Branch  
United States Patent and Trademark  
Office**Fax No:** 703-306-5995**Tel No:** 703-308-9723**From:** Dorothy R. Whitney, Esq.**Date:** May 5, 2003**No Confirmation Copy****No. of Pages (Incl. Cover):** 25**Message:**Re: Recordation of Name Change from Salomon Smith  
Barney Inc. to Citigroup Global Markets Inc.  
Attorney Ref. 22087-36**Confidentiality Notice**

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**Dorothy R. Whitney**  
Direct (212) 790-9212  
drw@cl.com

May 5, 2003

**By Facsimile 703-306-5995**United States Patent and Trademark Office  
Office of Public Records  
Crystal Gateway 4, Room 335  
Washington, DC 20231Re: Recordation of Name Change from Salomon Smith  
Barney Inc. to Citigroup Global Markets Inc.  
Attorney Ref. 22087-36

Dear Sir/Madam:

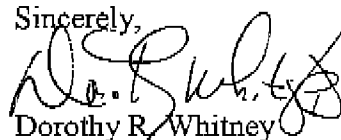
We attach the following documents in connection with the above-referenced matter:

1. Two (2) copies of Recordation Form Cover Sheet
2. Name Change from Salomon Smith Barney Inc. to Citigroup Global Markets Inc.
3. Schedule of Marks

Please record the name change against the trademark applications and registrations listed on the attached schedule and recordation cover sheet, and return the documents to us with the recording information. Please charge our Deposit Account No. 03-3415 the required recordal fee of \$4465.

Kindly acknowledge receipt of this fax and its attachments.

Sincerely,

  
Dorothy R. Whitney

Enclosures