

02-13-2003



102364440

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

1. Name of conveying party(ies): HSBC Americas, Inc. 2-7-03
3. Nature of conveyance: Change of Name
Execution Date: May 26, 1999

2. Name and address of receiving party(ies)
Name: HSBC USA INC.
Street Address: One HSBC Center, 29th Floor
City: Buffalo State: NY Zip: 14203
3. Nature of conveyance: Delaware

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached

B. Trademark Registration No.(s)
2,264,039
Additional name(s) & address(es) attached?

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Miriam J. Rovner, Senior Legal Assistant
Street Address: Goodwin Procter LLP Exchange Place
City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
8. Deposit account number: 07-1700

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.
Rachelle A. Kagan
February 7, 2003

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

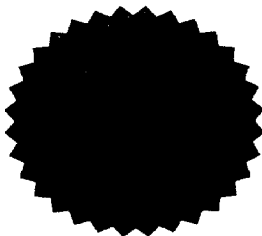
01 FC:8521 40.00 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Delaware

PAGE 1

The First State

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 CERTIFICATE OF AMENDMENT OF "HSBC AMERICAS, INC.", CHANGING ITS NAME FROM "HSBC AMERICAS, INC." TO "HSBC USA INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0268504 8100

030019056

AUTHENTICATION: 2198777

DATE: 01-10-03

TRADEMARK

REEL: 002669 FRAME: 0867

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
HSBC AMERICAS, INC.

HSBC Americas, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: that a resolution was adopted at a regular meeting of the Board of Directors of said corporation, at which a quorum was present and acting throughout, proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation be amended at Article First to change the corporate name so that Article First reads in its entirety as follows:

The name of this corporation is HSBC USA
Inc.

SECOND: that the aforesaid amendment was duly adopted pursuant to a written consent adopted by the sole holder of all outstanding shares of common stock par value \$5.00 per share, of HSBC Americas, Inc. in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

THIRD: that the effective date of this amendment shall be June 28, 1999.

IN WITNESS WHEREOF, said HSBC Americas, Inc. has caused this certificate to be signed by Robert M. Butcher, its Executive Vice President and Chief Financial Officer, and attested by Philip S. Toohy, its Secretary, this 26 of May, 1999.

HSBC AMERICAS, INC.

By Robert M. Butcher
Executive Vice President and
Chief Financial Officer

ATTEST:

By Philip S. Toohy
Secretary

Miriam J. Rovner
617.570.1292
mrovner@
goodwinprocter.com

Goodwin Procter LLP
Counsellors at Law
Exchange Place
Boston, MA 02109
T: 617.570.1000
F: 617.523.1231

February 7, 2003

Via Express Mail
Label No. EL 897778720 US

U. S. Patent and Trademark Office
Box Assignments
Washington, DC 20231

**Re: **Recordation of Certificate of Amendment of Restated
 Certificate of Incorporation of HSBC Americas, Inc.
 HSBC Americas, Inc. to HSBC USA Inc.****

Dear Sir or Madam:

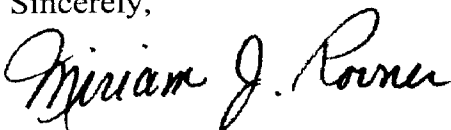
Enclosed please find the following documents for recordation:

1. Trademark recordation form cover sheet;
2. Certificate of Amendment of Restated Certificate of Incorporation of HSBC Americas, Inc.;
3. A check in the amount of \$40.00 for the recordation filing fee; and
4. A return postcard for acknowledgment of your receipt of these documents.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 07-1700.

If you have any questions regarding these documents, please call me at (617) 570-1255.

Sincerely,



Miriam J. Rovner
Senior Legal Assistant

MJR:clk

Enclosures

cc: Eric J. Graham, Esq.

LIBC/1680296.1
CPI #1703/198