02-14-2003

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

102365954

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): 2-11-03

HSBC USA, 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: Republic New York Corporation
Internal Address:

Street Address: One HSBC Center, 29th Floor
City: Buffalo State: NY Zip: 14203

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☑ Corporation-State Maryland
☐ Other

If assigned 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

3. Nature of conveyance:

☐ Assignment ☑ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: December 30, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,264,039

Additional number(s) attached ☐ Yes ☐ No

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

Name: Miriam J. Rovner, Senior Legal Assistant
Internal Address:

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

☑ Enclosed
☑ Authorized to be charged to deposit account

8. Deposit account number:

07-1700

(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.

Rachelle A. Kagan — Signature — February 11, 2003 — Date

Name of Person signing

Total number of pages include cover sheet, attachments, and document: 7

02/13/2003 [illegible]
01 FC:8521 40.00 OP

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

CPI #1703/199
LIBC/1680248.1

TRADEMARK
REEL: 002670 FRAME: 0236

ARTICLES OF MERGER

BETWEEN

HSBC USA INC.

AND

REPUBLIC NEW YORK CORPORATION

Republic New York Corporation, a corporation duly organized and existing under the laws of the State of Maryland (the "Successor Corporation"), and HSBC USA Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Merged Corporation"), do hereby certify to the State Department of Assessments and Taxation of the State of Maryland (the "Department") as follows:

FIRST: The parties to these Articles of Merger agree that, pursuant to the terms and conditions set forth in the Plan and Agreement of Merger, dated as of December 2_, 1999, between the Merged Corporation and the Successor Corporation, the Merged Corporation shall be merged with and into the Successor Corporation (the "Merger"). When the Merger becomes effective, the separate existence of the Merged Corporation shall cease and the Successor Corporation shall continue its corporate existence pursuant to the provisions of the Maryland General Corporation Law and under its charter and bylaws.

SECOND: The Merged Corporation is a corporation incorporated in the State of Delaware, which was incorporated under the General Corporation Law of Delaware on September 23, 1929 under the name Marine Midland Corporation and the separate corporate existence of which will cease upon the effective date of the Merger in accordance with the provisions of the general laws of the State of Delaware.

The Merged Corporation has no principal office in the State of Maryland.

The Merged Corporation owns no interest in land in the State of Maryland.

The Merged Corporation is not registered or qualified to do business in the State of Maryland.

THIRD: The principal office of the Successor Corporation in Maryland is located in Baltimore City.

FOURTH: The Merger shall become effective at the later of (a) 12:15 p.m. New York City time on December 31, 1999 and (b) immediately following the effective time of the merger of RNYC Merger Corporation, a Maryland corporation ("RNYC") with and into the Successor Corporation as set forth in Articles of Merger between RNYC and the Successor Corporation filed with the Department on or about December 30, 1999 (the later of (a) and (b), the "Effective

REEL: 002670 FRAME: 0237

Time"), which Effective Time shall in no event be later than thirty days after the date these Articles of Merger are accepted for record by the Department.

FIFTH: The total number of shares of all classes of stock which each corporation party to these Articles of Merger has the authority to issue, and the number of shares of each class are as follows:

(A) The Merged Corporation

The total number of shares of stock of all classes which the Merged Corporation has authority to issue is 10,050,258 shares consisting of 49,158 shares of cumulative preferred stock without par value; 10,000,000 shares of preferred stock of the par value of $1.00 each, of which 100 shares have been designated as Series X Preferred Stock ("HSBC USA Series X Preferred Stock"); and 1,100 shares of common stock of the par value of $5.00 each ("HSBC USA Common Stock"). The aggregate par value of all classes of stock of the Merged Corporation having par value is $10,005,500.

(B) The Successor Corporation

The total number of shares of all classes of stock which the Successor Corporation has authority to issue is 169,999,000 shares consisting of 150,000,000 shares of Common Stock, par value $5.00 per share ("Republic Common Stock") and 19,999,000 shares of Preferred Stock, no par value ("Republic Preferred Stock"), consisting of (i) 12,497,650 shares of Preferred Stock which are not classified as to series, (ii) 625 shares of Dutch Auction Rate Transferable Securities Preferred Stock, Series A (the "Republic Series A DART Preferred Stock"), (iii) 625 shares of Dutch Auction Rate Transferable Securities Preferred Stock, Series B (the "Republic Series B DART Preferred Stock"), (iv) 1,500,000 shares of Adjustable Rate Cumulative Preferred Stock, Series D (the "Republic Series D Preferred Stock"), (v) 3,000,000 shares of $1.8125 Cumulative Preferred Stock (the "Republic $1.8125 Preferred Stock"), (vi) 3,000,000 shares of $2.8575 Cumulative Preferred Stock (the "Republic $2.8575 Preferred Stock") and (vii) 100 shares of Series X Preferred Stock ("Republic Series X Preferred Stock"). The aggregate par value of all classes of stock of the Successor Corporation having par value is $750,000,000.

SIXTH: The Merger does not change the authorized stock of the Successor Corporation.

SEVENTH: The manner and basis of converting or exchanging issued stock of the Merged Corporation and the Successor Corporation into different stock or other consideration and the treatment of any issued stock of the Merged Corporation and the Successor Corporation not to be converted or exchanged shall be as follows:

As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of any stock of either of the merging entities:

TRADEMARK
REEL: 002670 FRAME: 0238

(A) Republic Common Stock

Each share of Republic Common Stock issued and outstanding immediately prior to the Effective Time shall remain unchanged as an issued and outstanding share of Common Stock of the Successor Corporation following the Effective Time.

(B) Republic Preferred Stock

Each share of Republic Series A DART Preferred Stock, Republic Series B DART Preferred Stock, Republic Series D Preferred Stock, Republic $1.8125 Preferred Stock and Republic $2.8575 Preferred Stock issued and outstanding immediately prior to the Effective Time shall remain unchanged as an issued and outstanding share of Preferred Stock of the same respective series of the Successor Corporation following the Effective Time.

(C) HSBC USA Common Stock

All of the shares of HSBC USA Common Stock issued and outstanding immediately prior to the Effective Time, all of which are owned of record by a sole stockholder, shall be converted into an aggregate of one share of Common Stock of the Successor Corporation (the "Common Consideration") as of the Effective Time. After the Effective Time, there shall be no transfers on the stock transfer books of HSBC USA or the Successor Corporation of shares of HSBC USA Common Stock. At any time following the Effective Time, the holder of the HSBC USA Common Stock may deliver such stockholder's certificates representing shares of HSBC USA Common Stock to the Successor Corporation in exchange for a certificate representing the Common Consideration.

(D) HSBC USA Preferred Stock

Each share of HSBC USA Series X Preferred Stock issued and outstanding immediately prior to the Effective Time shall be converted into one share of Republic Series X Preferred Stock as of the Effective Time. Until surrendered for cancellation or exchange, each certificate evidencing shares of HSBC USA Series X Preferred Stock outstanding following the Effective Time will represent an equal number of shares of Series X Preferred Stock of the Successor Corporation.

EIGHTH: The terms and conditions of the Merger were duly advised, authorized and approved by the Successor Corporation in the manner and by the vote required by the laws of the State of Maryland and the charter and bylaws of the Successor Corporation, as follows:

(a) On November 30, 1999, the Board of Directors of the Successor Corporation adopted a resolution approving the Merger and declaring the Merger advisable.

(b) Pursuant to Section 3-105(a)(5)(i) of the Maryland General Corporation Law and the charter of the Successor Corporation, no vote or consent of the stockholders of the Corporation is required in connection with the Merger.

TRADE

REEL: 002670 FRAME: 0239

NINTH: The terms and conditions of the Merger were duly advised, authorized and approved, in respect of the Merged Corporation, in the manner and by the vote required by the Certificate of Incorporation of said corporation and by the laws of the State of Delaware, as follows:

(a) On July 22, 1999, the Board of Directors of the Merged Corporation adopted resolutions approving the terms and conditions of the Merger, declaring the Merger advisable and directing that the proposed Merger be submitted for consideration by the sole holder of HSBC USA Common Stock.

(b) The sole holder of the HSBC USA Common Stock, by written consent, adopted a resolution approving the Merger, in all respects in the manner prescribed under the certificate of incorporation and bylaws of the Merged Corporation and the General Corporation Law of Delaware.

TENTH: Each undersigned officer acknowledges these Articles of Merger to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters and facts required to be verified under oath, each undersigned officer acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties of perjury.

ELEVENTH: These Articles of Merger may be executed in multiple counterparts, with multiple signature pages each bearing one or more signatures, but all such counterparts and multiple signature pages shall constitute one and the same instrument.

* * *

IN WITNESS WHEREOF, Republic New York Corporation and HSBC USA Inc., the parties to the Merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents or vice-presidents and witnessed by their respective secretaries all as of the 30th day of December, 1999.

REPUBLIC NEW YORK CORPORATION

By: _____
Stephen J. Saali, President

Witness:

_____
William F. Rosenblum, Jr., Secretary

HSBC USA INC.

By: _____
I. Malcolm Burnett, President

Witness:

_____
Philip S. Toohey, Secretary

TRADEMARK
REEL: 002670 FRAME: 0241

GOODWIN | PROCTER

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 11, 2003

Via Express Mail
Label No. EL 897778702 US

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

Re: Recordation of Articles of Merger Between HSBC USA Inc. and Republic New York Corporation
HSBC USA Inc. to Republic New York Corporation

Dear Sir or Madam:

Enclosed please find the following documents for recordation:

1. Trademark recordation form cover sheet;
2. Recordation of Articles of Merger Between HSBC USA Inc. and Republic New York Corporation.;
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) 570-1292.

Sincerely,

Miriam J. Rovner
Senior Legal Assistant

MJR:clk
Enclosures
cc: Eric J. Graham, Esq.

CPI #1703/199
LIBC/1680299.1

6

** FOR DEPARTMENTAL USE ONLY**

DOCUMENT CODE 11 BUSINESS CODE _____

_____ ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) HSBC USA INC

(DE)

Surviving (Transferee) Republic New York Corporation

D 00469361

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: _____
Expedite Fee: 270
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
12 Certified Copies: 60
Copy Fee: 77
Certificates: _____
Certificate Fee: _____
Other: _____

TOTAL FEES: 367

____ Credit Card
✓ Check
____ Cash

CERTIFIED COPY MADE

____ Documents on ____ Checks

APPROVED BY: [illegible]

(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Change of Business Code
____ Adoption of Assumed Name
____ Other Change(s) _____

CODE 045

ATTENTION: Chris Bartelt

MAIL TO ADDRESS: _____

ID # 000469361 ACK # 100012082000000
[illegible] FOLIO [illegible] PAGES: 00[illegible]
REPUBLIC NEW YORK CORPORATION

12/[illegible]/1999 AT 12:27 P WO # 0400260549

STATE OF MARYLAND

I hereby [illegible] that [illegible] a true and complete copy of the 6 page document on [illegible] office. DATED: 1-14-03

[illegible] OF ASSESSMENTS AND TAXATION

BY: Sherry J Aust, Custodian

This stamp replaces our previous certification system. Effe[illegible]

RECORDED: 02/11/2003 REEL: 002670 FRAME: 0243