

06-17-1998

HEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

OTR REC  
JUN 9 1998  
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checked original documents or copy thereof.

1. Name of conveying party(ies):

Voyager Merger Corporation

MKD 6-9-98

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date:

2. Name and address of receiving party(ies)

Name: BT Alex Brown Holdings Incorporated

Internal Address:

Street Address: One South Street

City: Baltimore State: MD ZIP: 21202

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of 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

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

A. Trademark Application No.(s)

75/081,325  
75/188,830  
75/197,934

B. Trademark Registration No.(s)

1,846,956  
1,760,249  
1,799,627  
1,729,847

Additional numbers attached?  Yes  No

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

Name: Karen C. Maher

Internal Address: Piper & Marbury L.L.P.

Street Address: 1200 Nineteenth St., N.W.

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

06/16/1998 598111 0000165 75081325

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02 FC:482 150.00 OP

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.

Karen C. Maher  
Name of Person Signing

*Karen C. Maher*  
Signature

June 8, 1998  
Date

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

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

TRADEMARK  
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*JA*

ARTICLES OF MERGER  
 Merging  
 ALEX. BROWN INCORPORATED  
 Into  
 VOYAGER MERGER CORPORATION

RECEIVED  
 8/27/97  
 8/27 10:11  
 8/27/97

FIRST: Voyager Merger Corporation, a corporation organized and existing under the laws of the State of Delaware, and Alex. Brown Incorporated, a corporation organized and existing under the laws of the State of Maryland, agree that said Alex. Brown Incorporated shall be merged into said Voyager Merger Corporation (the "Merger") in the manner hereinafter set forth.

SECOND: Voyager Merger Corporation shall survive the Merger and shall continue under the name BT Alex. Brown Holdings Incorporated as a Delaware corporation.

THIRD: The parties to the Articles of Merger are Voyager Merger Corporation ("Surviving Corporation"), a corporation organized on April 4, 1997 under the General Corporation Law of the State of Delaware, and Alex. Brown Incorporated ("Merging Corporation"), a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No other amendments to the charter of the Surviving Corporation are to be effected as part of the Merger.

FIFTH: The total number of shares of stock of all classes which Surviving Corporation has authority to issue is 1,000 shares, divided into the following classes: 500 shares of Common Stock, par value \$.01 per share, and 500 shares of Preferred Stock, par value \$.01 per share, having an aggregate par value of \$10.00.

The total number of shares of stock which Merging Corporation has authority to issue is 50,000,000 shares of Common Stock, par value \$.10, having an aggregate par value of \$5,000,000.

SIXTH: As set forth in the Agreement and Plan of Merger, dated as of April 6, 1997 (the "Merger Agreement") among Merging Corporation, Surviving Corporation and Bankers Trust New York Corporation, the parent company of Surviving Corporation ("BTNY"), the manner and basis of converting or exchanging issued

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*Walt B. ...*

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stock of the merged corporation into different stock or other consideration shall be as follows:


(a) Each share of Surviving Corporation Common or Preferred stock which is issued and outstanding at the effective time of the Merger (the "Effective Time") shall remain issued and outstanding and shall not be affected by the Merger.

(b) Each share of the Common Stock, par value \$.10 per share, of Merging Corporation (the "AB Common Stock") issued and outstanding immediately prior to the Effective Time (other than shares of Common Stock held (i) in Merging Corporation's treasury or (ii) directly or indirectly by BTNY or Merging Corporation or any of their respective wholly owned subsidiaries (except for Trust Account Shares and DPC Shares, as such terms are defined in the Merger Agreement)) shall be converted into the right to receive 0.83 shares (the "Exchange Ratio") of the common stock, par value \$1.00 per share, of BTNY (the "BT Common Stock"), including associated rights to purchase Series C Junior Participating Preferred Stock pursuant to the rights agreement dated as of February 22, 1988, by and between BTNY and the rights agent named therein.

(c) In lieu of fractional shares into which the shares of AB Common Stock represented by such certificate would have been converted, holders shall receive the cash equivalent determined by multiplying (i) the average of the closing-sale prices of BT Common Stock on the New York Stock Exchange, Inc. as reported by *The Wall Street Journal* for the five trading days ending on the second to last trading day prior to the effective date of the Merger, by (ii) the fraction of a share (rounded to the nearest thousandth) of BT Common Stock the holder would otherwise have been entitled to receive.

(d) After the Effective Time, each holder of a certificate for outstanding shares of AB Common Stock, upon surrender to an exchange agent designated by BTNY and reasonably acceptable to Merging Corporation, of such certificate and a letter of transmittal, shall be entitled to receive in exchange therefor (i) a certificate representing that number of whole shares of BT Common Stock to which such holder is entitled pursuant to the Exchange Ratio, and (ii) a check representing the amount of any cash in lieu of fractional shares of BT Common Stock which such holder has the right to receive. No interest will be paid or accrued on any cash in lieu of fractional shares or on any unpaid dividends and distributions payable to holders of certificates for outstanding shares of AB Common Stock.

(e) All shares of AB Common Stock that are owned by Merging Corporation as treasury stock and all shares of AB Common Stock



that are owned, directly or indirectly, by BTNY or Merging Corporation or any of their respective wholly owned subsidiaries, immediately prior to the Effective Time, other than shares of AB Common Stock held, directly or indirectly, in trust accounts, managed accounts and the like or otherwise held in a fiduciary or custodial capacity that are beneficially owned by third parties and other than any shares of AB Common Stock held by BTNY or Merging Corporation or any of their respective subsidiaries in respect of a debt previously contracted, shall be canceled and shall cease to exist and no stock of BTNY or other consideration shall be delivered in exchange therefor. All shares of BT Common Stock that are owned by Merging Corporation or any of its wholly owned subsidiaries (other than Trust Account Shares and DPC Shares) shall become treasury stock of BTNY.

SEVENTH: The principal office of Merging Corporation is located in Baltimore City, Maryland. Merging Corporation owns no property in the State of Maryland.

EIGHTH: The address of the registered office of the surviving corporation in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, and the name and post office address of a resident agent of the surviving corporation in Maryland is The Corporation Trust Inc., 32 South Street, Baltimore, Maryland.

NINTH: The terms and conditions of the Merger were duly advised, authorized and approved by Merging Corporation, in the manner and by the vote required by its charter and the laws of Maryland, as follows:

(a) The merger was duly advised by the board of directors of Merging Corporation, by the adoption on April 5, 1997, of a resolution declaring that the Merger was advisable substantially upon the terms set forth in the Merger Agreement, and directing that the proposed merger be submitted for action at a special meeting of the stockholders of said corporation.

(b) The Merger was duly approved by the stockholders of said corporation in the manner and by the vote required by law at the said meeting of the stockholders held on August 13, 1997, by the affirmative vote of the holders of a majority of stock entitled to vote thereon.

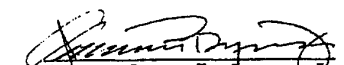
TENTH: The terms and conditions of the transactions as set forth in these articles were duly advised and authorized and approved by Surviving Corporation in the manner and by the vote required by the laws of the State of Delaware and by the charter of the said corporation, as follows:

(a) The Board of Directors of the Surviving Corporation, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted resolutions declaring that the Merger was advisable substantially upon the terms set forth in the Merger Agreement, and directing that the proposed merger be submitted for action to the stockholders of said corporation.

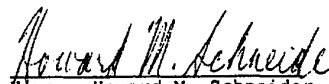
(b) In accordance with Delaware General Corporate Law § 228 a consent in writing, setting forth approval of the Merger as so proposed, was signed by the sole stockholder of the Surviving Corporation entitled to vote thereon, and such consent is filed with the records of the stockholder meetings of the Surviving Corporation.

IN WITNESS WHEREOF, Voyager Merger Corporation and Alex. Brown Incorporated, the corporations parties to the Merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their presidents or vice-presidents and witnessed or attested by their respective secretaries or assistant secretaries, as of the 29th day of August, 1997.

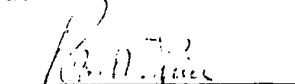
Attest:

  
Name: James T. Byrne, Jr.  
Title: Secretary

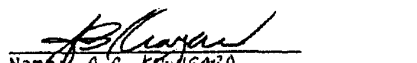
VOYAGER MERGER CORPORATION

  
Name: Howard M. Schneider  
Title: President

Attest:

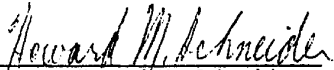
  
Name: ROBERT E. KIRK  
Title: Secretary

ALEX. BROWN INCORPORATED

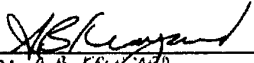
  
Name: A. N. KROGAN  
Title: President CHIEF EXECUTIVE OFFICER

THE UNDERSIGNED, President (or Vice-President) of Voyager Merger Corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the

corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Name: Howard M. Schneider  
Title: President

THE UNDERSIGNED, <sup>CHIEF EXECUTIVE OFFICER</sup> President (or Vice-President) of Alex. Brown Incorporated, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Name: A. R. K... ..  
Title: CHIEF EXECUTIVE OFFICER

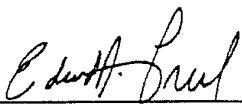
State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALEX. BROWN INCORPORATED", A MARYLAND CORPORATION,  
WITH AND INTO "VOYAGER MERGER CORPORATION" UNDER THE NAME OF "BT ALEX. BROWN HOLDINGS INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 1997, AT 12:15 O'CLOCK P.M.



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 8629713

DATE:  
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CERTIFICATE OF MERGER  
of  
ALEX. BROWN INCORPORATED  
Into  
VOYAGER MERGER CORPORATION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Alex. Brown Incorporated	Maryland
Voyager Merger Corporation	Delaware

SECOND: That a plan and agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Voyager Merger Corporation, which shall hereinwith be changed to BT Alex. Brown Holdings Incorporated.

FOURTH: That the Certificate of Incorporation, as amended, of Voyager Merger Corporation, a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed plan and agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is One Bankers Trust Plaza (130 Liberty Street), New York, NY 10006.

SIXTH: That a copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

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SEVENTH: That the authorized stock of Alex. Brown Incorporated consisting of 50,000,000 shares of common stock, par value \$0.10 per share, shall be extinguished pursuant to this Certificate of Merger effective at 12:01 a.m. on September 1, 1997.

Dated: August 29, 1997

Voyager Merger Corporation

BY: Howard M. Schneider

Name: Howard M. Schneider

Title: President

ATTEST:

BY: James T. Bygne, Jr.

Name: James T. Bygne, Jr.

Title: Secretary

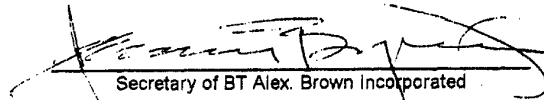
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**CERTIFICATE OF THE SECRETARY**

I, James T. Byrne, Jr., Secretary of BT Alex. Brown Incorporated, a corporation duly organized and existing under the laws of the State of Delaware, United States of America, do hereby certify that attached hereto as Exhibit A and B, respectively, are a true and correct copy of the Articles of Merger merging Alex. Brown Incorporated into Voyager Merger Corporation, which was filed with the State Department of Assessments and Taxation of the State of Maryland on August 27, 1997, and the Certificate of Merger of Alex. Brown Incorporated with and into Voyager Merger Corporation under the name of BT Alex. Brown Holdings Incorporated, which was filed with the Secretary of State of the State of Delaware on August 29, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of BT Alex. Brown Incorporated this 4<sup>th</sup> day of May, 1998.

  
Secretary of BT Alex. Brown Incorporated

(S E A L)

State of New York            )  
  : ss.  
County of New York        )

Sworn to before me this 4th day  
of May, 1998.

\_\_\_\_\_  
Notary Public

RECORDED: 06/09/1998

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