

10-02-1998

U.S. DEPARTMENT OF COMMERCE



FORM COVER SHEET  
KS ONLY

Patent and Trademark Office  
Docket No. 12834-24009

100842981

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

2-28-98  
MLG

RECEIVED  
SEP 28 1998  
COMMERCIAL

1. Name of conveying party(ies):  
NationsBanc Montgomery Securities, Inc.

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

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

2. Name and address of receiving party(ies):

Name: NationsBanc Montgomery Securities LLC  
Internal Address: NationsBank Corporate Center  
Street Address: 100 North Tryon Street  
City: Charlotte State: North Carolina ZIP: 28255-0065

Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation-State: Delaware  
 Other: \_\_\_\_\_

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other:

Execution Date: December 9, 1997

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)      B. Registration No.(s)

75/289,381

Additional numbers attached?  Yes  No

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

Rochelle D. Alpert  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

Enclosed  
 Authorized to be charged to deposit account, referencing Attorney Docket 12834-24009

8. Deposit account number: 03-1952

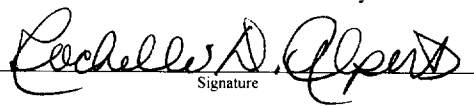
The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952

**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.

Name: Rochelle D. Alpert

      Sept 24, 1998  
Signature      Date

Total number of pages comprising cover sheet, attachments and document: 3

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

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TRADEMARK  
REEL: 1794 FRAME: 0654

**CERTIFICATE OF MERGER**

of

**NATIONSBANC MONTGOMERY SECURITIES, INC.**

Into

**NATIONSBANC MONTGOMERY SECURITIES LLC**

The undersigned Limited Liability Company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware,

DOES HEREBY CERTIFY:

**FIRST:** That the name and state of domicile of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Domicile</u>
NationsBanc Montgomery Securities, Inc.	Delaware
NationsBanc Montgomery Securities LLC	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 entities in accordance with the requirements of Section 18-209 of the Limited Liability Company Act and Section 264 of the Delaware General Corporation Law.

**THIRD:** That the name of the surviving entity of the merger is NationsBanc Montgomery Securities LLC.

**FOURTH:** That the Certificate of Formation of NationsBanc Montgomery Securities LLC, a Delaware limited liability company which will survive the merger, shall be the Certificate of Formation of the surviving entity.

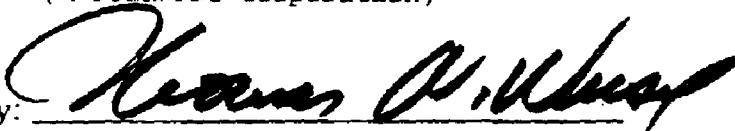
**FIFTH:** That the executed plan and agreement of merger is on file at the principal place of business of the surviving entity. The address of the principal place of business of the surviving entity is NationsBank Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255-0065.

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

SEVENTH: That this Certificate of Merger shall be effective at 11:59 p.m. on December 31, 1997.

Dated: December 9, 1997.

NATIONSBANC MONTGOMERY SECURITIES LLC  
(A Delaware Corporation)

By: 

Name: Thomas W. Weisel  
Title: Chairman and Chief Executive Officer

ATTEST:

By: 

Name: Victor A. Warnement  
Title: Senior Vice President

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