

07-17-2002



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

102159122 SHEET TRADEMARKS ONLY

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): Lind-Waldock & Company LLC *07/15/02*

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

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

2. Name and address of receiving party(ies)
 Name: Refco, LLC
 Internal
 Address:
 Street Address: 111 West Jackson Blvd
 City: Chicago State: IL Zip: 60604

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Limited Liability Company

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
 Execution Date: 8/31/2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75-841,683
 B. Trademark Registration No.(s) 2,195,372;
2,413,120; 2,415,645; 2,578,023

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Thomas P. Arden, Esq.
 Internal Address: McBride Baker & Coles
 Street Address: 500 West Madison Street
40th Floor
 City: Chicago State: IL Zip: 60661-2551

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:
13-0045

DO NOT USE THIS SPACE

9. Signature.
Thomas P. Arden *Thomas P. Arden* July 3, 2002
 Name of Person Signing Signature Date

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

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FINANCE SECTION

07/16/2002 L'WELLER 00000144 75841683

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

01 FC:481
02 FC:482

40.00 DP
150.00 DP

**TRADEMARK
REEL: 002544 FRAME: 0751**

Conveying Party: LIND-WALDOCK & COMPANY LLC

Receiving Party: REFCO, LLC

4b Trademark Registration Numbers:

2,578,033

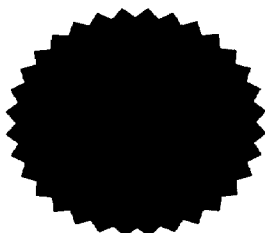
2,578,047

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 MERGER, WHICH MERGES:

"LIND-WALDOCK & COMPANY LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "REFCO, LLC" UNDER THE NAME OF "REFCO, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2001, AT 12 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1595874

3354103 8100M

020073341

DATE: 02-05-02

TRADEMARK
REEL: 002544 FRAME: 0753

CERTIFICATE OF MERGER

MERGING

LIND-WALDOCK & COMPANY LLC
(a Delaware limited liability company)

WITH AND INTO

REFCO, LLC
(a Delaware limited liability company)

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), Refco, LLC, the surviving limited liability company, submits the following Certificate of Merger for filing and certifies that:

FIRST: The names and jurisdiction of formation or organization of each of the constituent entities (the "Constituent Entities") of the merger (the "Merger") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Lind-Waldock & Company LLC	Delaware
Refco, LLC	Delaware

SECOND: An agreement of merger, dated as of August 31, 2001, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Section 18-209 of the DLLCA.

THIRD: The name of the surviving Delaware limited liability company is Refco, LLC.

FOURTH: The Merger shall be effective on August 31, 2001 (the "Effective Time").

FIFTH: The executed agreement of merger is on file at the principal place of business of the Surviving Entity located at 111 West Jackson Boulevard, Chicago, Illinois 60604.

SIXTH: A copy of the agreement of merger will be furnished by the Surviving Entity, on request and without cost, to any member or stockholder of any Constituent Entity.