

Form PTO 1394
(Rev. 6-93)
OMB No 0851-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
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):

NEW YORK COTTON EXCHANGE

- Individual
- Association Limited Partnership
- General Partnership
- Corporation - New York
- Other

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: June 10, 2004

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

Name: **BOARD OF TRADE OF THE CITY OF
NEW YORK, INC.**

Address: **One North End Avenue, 13TH fl
New York, NY 10282**

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - New York
- 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 registration number(s):

A. Trademark Applications

<u>Mark</u>	<u>Serial No.</u>
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Additional numbers attached? Yes No

B. Trademark Registration

<u>Mark</u>	<u>Reg. No.</u>
NYCE	1,394,338

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

Name: Darby & Darby P.C.

Street Address: Post Office Box 5257

City: New York State: New York Zip: 10150-5257

OUR REF. NO.: 01998/3200937-US0

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: 04-0100

(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.

Karin Segall
Name of Person Signing



Signature

July 21, 2004

Total number of pages including cover sheet, attachments, and document: 5

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

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VANGUARD

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DRAWDOWN ACCOUNT #52
Vanguard Corporate Services, Ltd.

F 040608000 690

**CERTIFICATE OF MERGER
OF
COFFEE, SUGAR & COCOA EXCHANGE, INC.
AND
NEW YORK COTTON EXCHANGE
AND
BOARD OF TRADE OF THE CITY OF NEW YORK, INC.
INTO
BOARD OF TRADE OF THE CITY OF NEW YORK, INC.**

**UNDER SECTION 904 OF THE NEW YORK NOT-FOR-PROFIT CORPORATION
LAW**

The undersigned, President and Secretary of Coffee, Sugar & Cocoa Exchange, Inc., President and Secretary of New York Cotton Exchange, and President and Secretary of the Board of Trade of the City of New York, Inc. hereby certify that:

- First.* The name of each constituent corporation is as follows:
 - Coffee, Sugar & Cocoa Exchange, Inc. ("Merging Corporation A")
 - New York Cotton Exchange ("Merging Corporation B")
 - Board of Trade of the City of New York, Inc.

The name of the surviving corporation is Board of Trade of the City of New York, Inc. (the "Surviving Corporation"). Each of Merging Corporation A, Merging Corporation B and the Surviving Corporation is a Type A corporation organized and existing under the Not-for-Profit Corporation Law of the State of New York.

Second. (a) Merging Corporation A has issued and has outstanding one membership interest, which membership interest is entitled to vote. There are no holders of any certificates evidencing capital contributions or subventions.

(b) Merging Corporation B has issued and has outstanding one membership interest, which membership interest is entitled to vote. There are no holders of any certificates evidencing capital contributions or subventions.

(c) The Surviving Corporation has issued and has outstanding 975 "full" memberships which are entitled to vote and 772 "associate" memberships which are nonvoting. There are no holders of any certificates evidencing capital contributions or subventions.

(d) The number of aforementioned memberships is not subject to change prior to the effective date of the merger.

Third. There will be no amendments or changes in the certificate of incorporation of the Surviving Corporation to be effected by the merger.

Fourth. The effective date of the merger will be June 10, 2004.

Fifth. Merging Corporation A was formed pursuant to chapter 393 of the laws of 1885. Merging Corporation B was formed pursuant to chapter 365 of the laws of 1871. The certificate of incorporation of the Surviving Corporation was filed by the Department of State on December 3, 1997.

Sixth. The merger of Merging Corporation A, Merger Corporation B and the Surviving Corporation into the Surviving Corporation was authorized (i) by the Board of Merging Corporation A and by the sole member of Merging Corporation A, (ii) by the Board of Merging Corporation B and by the sole member of Merging Corporation B, and (iii) by the Board

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VANGUARD

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of the Surviving Corporation and by two-thirds of all the members of the Surviving Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have made and signed this Certificate on May 18, 2004 and affirm that the statements made herein are true under penalties of perjury.

COFFEE, SUGAR & COCOA EXCHANGE, INC.

By: [Signature] Name: Charles H. Falk Title: President

By: [Signature] Name: Audrey R. Hirschfeld Title: Secretary

NEW YORK COTTON EXCHANGE

By: [Signature] Name: Charles H. Falk Title: President

By: [Signature] Name: Audrey R. Hirschfeld Title: Secretary

BOARD OF TRADE OF THE CITY OF NEW YORK, INC.

By: [Signature] Name: Charles H. Falk Title: President

By: [Signature] Name: Audrey R. Hirschfeld Title: Secretary

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

June 08, 2004



A handwritten signature in black ink, appearing to read "R. A. D.", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)