

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/07/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
New York Stock Exchange, Inc.		03/07/2006	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	NYSE Merger Corporation Sub, Inc.
Street Address:	11 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2826069	NYSE LIQUIDITYQUOTE

**CORRESPONDENCE DATA**

Fax Number: (212)259-2447  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2124082647  
 Email: nytmdpt@bakerbotts.com  
 Correspondent Name: Doreen L. Costa at Baker Botts LLS  
 Address Line 1: 30 Rockefeller Pl  
 Address Line 2: 44 Floor  
 Address Line 4: New York, NEW YORK 10112

ATTORNEY DOCKET NUMBER:	070388.0977
NAME OF SUBMITTER:	Doreen L. Costa
Signature:	/dlc/

CH \$40.00 2826069

Date:

02/06/2009

**Total Attachments: 6**

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State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary 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 26, 2007**



A handwritten signature in black ink, appearing to read "D. A. ...", is written over the seal area.

*Deputy Secretary of State for  
Business and Licensing Services*

DOS-1286 (Rev. 03/07)

F06030300/040

**CERTIFICATE OF MERGER**

of

**NEW YORK STOCK EXCHANGE, INC.**

into

**NYSE MERGER CORPORATION SUB, INC.**

(under Section 908 of the Not-for-Profit Corporation Law)

Each of New York Stock Exchange Inc., a New York Type A not-for-profit corporation ("NYSE"), and NYSE Merger Corporation Sub, Inc. ("NYSE Merger Corporation Sub"), a Delaware corporation, hereby certifies the following information relating to the merger (the "Merger") of the NYSE with and into NYSE Merger Corporation Sub:

FIRST: (A) The name of the constituent corporation that is to be the surviving corporation (the "Surviving Corporation") is "NYSE Merger Corporation Sub, Inc." and the name under which it was formed is "NYSE Merger Corporation Sub, Inc."

(B) The name of the other constituent corporation, which is being merged into the Surviving Corporation is "New York Stock Exchange, Inc." and the name under which it was formed is "New York Stock Exchange, Inc."

SECOND: (A) NYSE Merger Corporation Sub is a wholly owned subsidiary of the NYSE. The NYSE holds 100 shares of Common Stock of NYSE Merger Corporation Sub, par value \$0.01 per share. The Common Stock has the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock has one vote.

(B) The NYSE is a non-stock, member-owned organization. The holders of the 1,366 memberships together hold all of the equity interest in the NYSE. Each holder of a membership in good standing is entitled to one vote on each matter at any meeting of the NYSE members.

THIRD: (A) NYSE Merger Corporation Sub is a Delaware corporation. It was incorporated and its certificate of incorporation was filed with the Secretary of State of the State of Delaware on July 14, 2005. NYSE Merger Corporation Sub has not applied for authority to conduct activities in the State of New York. NYSE Merger Corporation Sub will not conduct activities in the State of New York until an application for such authority has been filed by the Department of State of the State of New York.

(B) The NYSE is a New York Type A not-for-profit corporation. It was incorporated and its certificate of incorporation was filed with the Department of State of the State of New York on February 18, 1971.

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TRADEMARK

REEL: 003931 FRAME: 0345

FOURTH: The Surviving Corporation does hereby agree that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the NYSE, and for the enforcement, as provided in the business corporation law, of the rights of shareholders of any constituent domestic business corporation to receive payment for their shares against the Surviving Corporation.

FIFTH: The Surviving Corporation does hereby agree that, subject to the provisions of Section 623 of the business corporation law, the surviving or consolidated foreign corporation will promptly pay to the shareholders of each constituent domestic business corporation the amount, if any, to which they shall be entitled under the provisions of the business corporation law of the State of New York relating to the right of shareholders to receive payment for their shares.

SIXTH: The Surviving Corporation does hereby irrevocably appoint the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Not-For-Profit Corporation Law, in any action or special proceeding described in Article Fourth, and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of New York:

c/o National Registered Agents, Inc.  
875 Avenue of the Americas  
Suite 501  
New York, NY 10001

SEVENTH: (A) The Board of Directors of NYSE Merger Corporation Sub has duly approved by unanimous written consent an Agreement and Plan of Merger, dated as of April 20, 2005, as amended and restated as of July 20, 2005, as amended as of October 20, 2005 and as of November 2, 2005 (the "Plan of Merger"), setting forth the terms and conditions of the merger. The Plan of Merger was also approved by unanimous vote at a meeting of the Board of Directors of the NYSE, the sole shareholder in NYSE Merger Corporation Sub. The Merger is permitted by the laws of the State of Delaware and is in compliance therewith.

(B) The Board of Directors of the NYSE has duly approved by unanimous vote at a meeting of the Board of Directors, the Plan of Merger. The Plan of Merger was also approved by a vote of NYSE members at a special meeting of NYSE members held on December 6, 2005.

EIGHTH: The Merger shall be effective on March 7, 2006.

[Signature page follows]

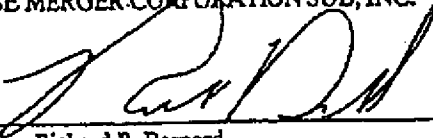
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IN WITNESS WHEREOF, each of New York Stock Exchange, Inc. and NYSE Merger Sub, Inc. has caused this Certificate of Merger to be executed by their duly authorized officer on March 3, 2006.

NEW YORK STOCK EXCHANGE, INC.

By   
Name: Richard P. Bernard  
Title: Executive Vice President and General Counsel

NYSE MERGER CORPORATION SUB, INC.

By   
Name: Richard P. Bernard  
Title: Chief Executive Officer and Secretary

[SIGNATURE PAGE TO NEW YORK STOCK EXCHANGE, INC INTO NYSE MERGER CORPORATION SUB, INC CERTIFICATE OF MERGER - NY]



F0603030010410

TR30.5 (30Z)

New York State Department of Taxation and Finance - Corporation Tax  
Albany NY 12227

Date: January 31, 2006

To: Secretary of State

Name of corporation	NEW YORK STOCK EXCHANGE, INC.	13-S275290
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Pursuant to provisions of section 909 of the Not-for-Profit Law, the Commissioner of Taxation and Finance hereby consents to the merger of the above named corporation into NYSE MERGER CORPORATION SUB, INC. -- if filed on or before 4/1/2006.

The certificate and fee are attached.

Filed by Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, NY 10019

Director, Taxpayer Services & Revenue Division

By *Debra Duckowader*

copy 1 for Department of State

DRAWDOWN  
ACCN 04

F06030300040  
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**CERTIFICATE OF MERGER**

of

**NEW YORK STOCK EXCHANGE, INC.**

into

**NYSE MERGER CORPORATION SUB, INC.**

(under Section 908 of the Not-for-Profit Corporation Law)

2006 MAR -3 PM 3:50

Filer:  
Wachtell, Lipton, Rosen & Katz  
51 West 52<sup>nd</sup> Street  
New York, New York 10019

*ke*  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED MAR 03 2006  
TAXS A  
Y: pat

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