

01-16-2001



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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Paten

101582861

ached original documents or copy thereof.

1. Name of conveying party(ies):

OptiMark Technologies, Inc.

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

3. Nature of conveyance:

[] Assignment

[] Security Agreement

[] Other

[x] Merger

[] Change of Name

Execution Date: June 12, 2000

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

Name: OptiMark US Equities, Inc.

Internal Address: 24th Floor

Street Address: 10 Exchange Place Centre

City: Jersey City State NJ Zip: 07302

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

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

A. Patent Application No.(s)

09/371,342

09/409,621

08/945,074

60/106,268

08/967,898

09/495,800

60/138,653

60/139,250

60/106,269

09/479,035

09/545,771

09/489,769

08/820,788

09/430,319

09/546,341

60/195,905

09/634,458

B. Patent No.(s)

6,016,483

5,845,266

5,950,177

5,689,652

6,012,046

Additional numbers attached? [] Yes [x] No

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

Name: Scott D. Wofsy

Internal Address: Cummings & Lockwood

Street Address: Four Stamford Plaza, PO Box 120

City: Stamford State: CT Zip: 06904-0120

6. Total number of applications and patents involved: [22]

7. Total fee (37 CFR 3.41): \$ 880.00

[x] Enclosed

[] Authorized to be charged to deposit account

8. Deposit account number: 11-0231

(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.

Scott D. Wofsy

Name of Person Signing

Signature

Date

01/12/2001 DNGUYEN 00000215 09371342

01 FC:581

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

6-12-00

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of June 12, 2000, by and among OTI Acquisition Corp., a Delaware corporation ("OTI Acquisition Corp."), OptiMark Technologies, Inc., a Delaware corporation ("OTT" or the "Surviving Corporation"), and OptiMark Holdings, Inc., a Delaware corporation ("Holding Company");

WITNESSETH:

WHEREAS, OTI wishes to reorganize its corporate structure into a holding company structure consisting of a holding company and wholly-owned direct subsidiary of such holding company; and

WHEREAS, in connection with this reorganization: (i) OTI has formed Holding Company as a direct wholly-owned subsidiary of OTI; and (ii) Holding Company has formed OTI Acquisition Corp., a Delaware corporation, as a direct wholly-owned subsidiary of Holding Company; and

WHEREAS, OTI intends to merge with OTI Acquisition Corp. pursuant to Section 251(g) of the Delaware General Corporation Law (the "DGCL"), with OTI as the survivor of such merger (the "Merger"), and with stockholders of OTI receiving shares of Holding Company in exchange for their shares in OTI; and

WHEREAS, as a result of such merger, OTI would become a direct wholly-owned subsidiary of Holding Company;

NOW, THEREFORE, in consideration and furtherance of the foregoing, the parties hereto agree as follows:

ARTICLE I**THE MERGER**

SECTION 1.1 Merger of OTI Acquisition Corp. with OTI Pursuant to Section 251(g) of the DGCL, and in accordance with and subject to the terms and conditions of this Agreement, at the Effective Time (as hereinafter defined) the following shall be deemed to occur simultaneously:

- (a) OTI shall merge with OTI Acquisition Corp., with OTI to be the surviving corporation of the Merger, such that as a result of the Merger, OTI shall become a direct wholly-owned subsidiary of Holding Company;
- (b) In connection with the Merger, the name of the Surviving Corporation shall become "OptiMark US Equities, Inc.";
- (c) The stockholders of OTI shall receive, in the manner set forth in Article IV

hereof, shares of capital stock of Holding Company in exchange for their shares of capital stock of OTI and as a result of such exchange shall become stockholders of Holding Company;

(d) In connection with the Merger, the Certificate of Incorporation of Holding Company shall be amended to change the name of the Holding Company to "OptiMark Technologies, Inc.";

(e) The separate existence of OTI Acquisition Corp. as a Delaware corporation shall terminate, and at that time and to the fullest extent provided under the laws of the State of Delaware: (i) the Surviving Corporation shall, without further act or deed, possess all of the rights, privileges, powers and franchises of public and private nature, and be subject to all of the restrictions, disabilities and duties, of OTI Acquisition Corp.; (ii) the Surviving Corporation shall, without further act or deed, be vested with all property, real, personal and mixed, and all debts due to OTI Acquisition Corp. on whatever account; (iii) all property, rights, privileges, powers and franchises, and all and every other interest, of OTI Acquisition Corp. shall be the property of the Surviving Corporation; (iv) all rights of creditors and all liens upon any property of OTI Acquisition Corp. shall be preserved unimpaired, and all debts, liabilities and duties of OTI Acquisition Corp. shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and (v) the Merger shall have all such other effects as set forth in Section 259 of the DGCL;

(f) Holding Company, the sole stockholder of OTI Acquisition Corp. immediately prior to the Effective Time, will receive, in the manner set forth in Section 4.5 hereof, capital stock of the Surviving Corporation in exchange for the capital stock of OTI Acquisition Corp. held by it; and

(g) The shares of Holding Company held by the Surviving Corporation shall be canceled without payment of any consideration for such cancellation.

SECTION 1.2 Effective Time. The Merger shall be effective for all purposes at the time (the "Effective Time") (i) when all conditions precedent to the Merger set forth in Sections 3.1 and 3.2 hereof have been satisfied and (ii) when the Secretary or Assistant Secretary of the Surviving Corporation shall have certified this Agreement in the manner required by Section 251(g) of the DGCL and filed this Agreement as so certified with the Secretary of State of the State of Delaware in accordance with Section 103 of the DGCL.

ARTICLE II

CONSTITUENT CORPORATIONS AND HOLDING COMPANY

SECTION 2.1 OTI

(a) Organization. OTI is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware.

(b) Capitalization of OTI. Immediately prior to the Effective Time, OTI will have authorized capital consisting of:

(i) 150,000,000 shares of Common Stock, \$0.01 par value per share; and

(ii) 40,000,000 shares of Preferred Stock, \$0.01 par value per share.

(c) Stock Options and Plans. OTI has entered into, adopted or is otherwise subject to certain agreements and arrangements, including warrants, stock grants, options and rights, and compensation plans and agreements, pursuant to which it is or may be obligated to issue additional shares of its capital stock or that otherwise relate to the rights of holders of capital stock of OTI, including any registration rights agreements, shareholder agreements and any other similar agreements setting forth the rights of holders of capital stock of OTI (all such warrants, stock grants, options, rights, and compensation plans and agreements being referred to herein as the "Plans"). Each of the Plans permits the Merger and the transactions contemplated by Section 4.3 hereof. Copies of the Plans have been provided to Holding Company.

SECTION 2.2 OTI Acquisition Corp.

(a) Organization. OTI Acquisition Corp. is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware.

(b) Capitalization of OTI Acquisition Corp. OTI Acquisition Corp. has authorized capital consisting of 100 shares of Common Stock, \$0.01 par value per share, 100 shares of which have been issued and are outstanding. OTI Acquisition Corp. has no options, warrants or other rights to purchase or convert any shares of its Common Stock pursuant to which it is obligated to issue or sell additional shares of its Common Stock.

(c) Ownership of Capital Stock of OTI Acquisition Corp. All of the issued and outstanding shares of Common Stock of OTI Acquisition Corp. are owned by Holding Company.

SECTION 2.3 Holding Company.

(a) Organization. Holding Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware. The Certificate of Incorporation and Bylaws of Holding Company are, and immediately prior to the Effective Time will be, identical to the Amended and Restated Certificate of Incorporation, as amended and the Amended and Restated Bylaws of OTI as in effect immediately prior to the Effective Time, except for such variations as are specifically required by and permitted pursuant to Section 251(g) of the DGCL.

(b) Capitalization of Holding Company. Holding Company has authorized capital consisting of:

(i) 150,000,000 shares of Common Stock, \$0.01 par value per share, 100 of which shares are issued and outstanding; and

(ii) 40,000,000 shares of Preferred Stock, \$0.01 par value per share, none of which shares are issued and outstanding.

The Common Stock and the Preferred Stock of Holding Company have the same designations,

rights, powers and preferences, and the qualifications, limitations and restrictions thereof, as the Common Stock and the Preferred Stock of OTI immediately prior to the Effective Time. Holding Company has no options, warrants or other rights to purchase or convert any shares of its Common Stock pursuant to which it is obligated to issue or sell additional shares of its Common Stock.

(c) Ownership of Capital Stock of Holding Company. All of the issued and outstanding shares of Common Stock of Holding Company are owned by OTI.

ARTICLE III

CONDITIONS PRECEDENT TO MERGER, TERMINATION OF AGREEMENT

SECTION 3.1 Action by Directors. This Agreement shall be submitted for approval by the respective Boards of Directors of each of OTI Acquisition Corp. and OTI as required by Section 251(b) of the DGCL, and by the Board of Directors of the Holding Company. As required by Section 251(g) of the DGCL, any approval of the Merger by the Board of Directors of OTI shall include a determination by the Board of Directors of OTI that the stockholders of OTI shall not recognize a gain or loss for United States federal income tax purposes as a result of the Merger.

SECTION 3.2 Filing of Certified Agreement. Upon satisfaction of all conditions precedent set forth in Section 3.1 hereof, the Secretary or Assistant Secretary of the Surviving Corporation shall certify this Agreement in the manner required by Section 251(g) of the DGCL and shall file this Agreement as so certified with the Secretary of State of the State of Delaware in accordance with Section 103 of the DGCL.

SECTION 3.3 Expenses. OTI shall bear all expenses associated with the consummation of this Merger.

SECTION 3.4 Termination. At any time prior to the Effective Time, this Agreement may be terminated and the Merger abandoned by OTI by appropriate resolution of OTI's Board of Directors.

ARTICLE IV

CONVERSION OF SHARES OF CONSTITUENT CORPORATIONS

SECTION 4.1 Conversion of Outstanding Shares of Common Stock of OTI. At the Effective Time, each share or fraction of a share of Common Stock of OTI that is issued and outstanding or held in its treasury immediately prior to the Effective Time shall, without further act or deed by OTI or its stockholders, be converted into and exchanged for a share or equal fraction of a share of Common Stock of Holding Company. Shares of Common Stock of Holding Company into which shares of Common Stock of OTI are so converted shall be represented by stock certificates previously representing shares of Common Stock of OTI.

SECTION 4.2 Conversion of Outstanding Shares of Preferred Stock of OTI. At the

Effective Time, each share or fraction of a share of each class of Preferred Stock of OTI that is issued and outstanding or held in its treasury immediately prior to the Effective Time shall, without further act or deed by OTI or its stockholders, be converted into and exchanged for a share or equal fraction of a share of the same such class of Preferred Stock of Holding Company. Shares of Preferred Stock of Holding Company into which shares of Preferred Stock of OTI are so converted shall be represented by stock certificates previously representing shares of Preferred Stock of OTI.

SECTION 4.3 Assumption of OTI Obligations Relating to Capital Stock. Immediately prior to the Effective Time, OTI was a party to or subject to certain Plans, pursuant to which parties thereto or beneficiaries thereof acquired, or acquired certain rights to acquire, shares of capital stock of OTI. As of the Effective Time, Holding Company shall adopt, assume and agree to be bound by each and every Plan, and any right to acquire a share or fraction of a share of capital stock of OTI under any such Plan shall, without further act or deed by OTI or its stockholders, be converted into a right to acquire a share or equal fraction of a share of capital stock of Holding Company pursuant to such Plan.

SECTION 4.4 Assumption of Other OTI Obligations. Immediately prior to the Effective Time, OTI was a party to or subject to certain agreements and arrangements other than the Plans, which are listed on Schedule I hereto (the "OTI Agreements"). As of the Effective Time, Holding Company shall adopt, assume and agree to be bound by the OTI Agreements.

SECTION 4.5 Surrender and Cancellation of Shares of OTI Acquisition Corp. At the Effective Time, each share of Common Stock of OTI Acquisition Corp. that is issued and outstanding immediately prior to the Effective Time shall be converted into a share of Common Stock of the Surviving Corporation and the certificates evidencing ownership of all issued and outstanding shares of Common Stock of OTI Acquisition Corp. shall be surrendered to the Secretary of the Surviving Corporation in exchange for shares of Common Stock of the Surviving Corporation into which they are converted pursuant to this Section 4.5.

SECTION 4.6 Surrender and Cancellation of OTI's Shares in Holding Company. At the Effective Time, OTI's 100 shares of Common Stock of Holding Company owned immediately prior to the Effective Time shall be canceled without payment of any consideration for such cancellation.

ARTICLE V

OFFICERS AND DIRECTORS OF HOLDING COMPANY AND SURVIVING CORPORATION

SECTION 5.1 Holding Company. The directors of OTI holding office immediately prior to the Effective Time shall serve in the same capacities as the directors of the Holding Company, including in their capacities as members of committees of the board of directors, until the next annual meeting of stockholders of Holding Company or until their successors shall have been elected and qualified. The officers of Holding Company immediately prior to the Effective Time shall remain the officers of Holding Company until their successors or any additional officers shall have been appointed.

SECTION 5.2 Surviving Corporation. The officers of the Surviving Corporation immediately following the Effective Time shall be Phillip J. Riese as Chairman of the Board, Robert T. Colgan as President, and James G. Rickards as Secretary, until their successors have been duly appointed and qualified. Phillip J. Riese, Robert T. Colgan, and James G. Rickards shall serve as the sole directors of the Surviving Corporation until the next annual meeting of stockholders or until their successors have been elected and qualified.

ARTICLE VI

ARTICLES OF INCORPORATION AND BYLAWS OF HOLDING COMPANY AND SURVIVING CORPORATION

SECTION 6.1 Holding Company. The Certificate of Incorporation and Bylaws of Holding Company as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of Holding Company following the Merger, provided that the Certificate of Incorporation shall be amended effective as of the Effective Time to change the name of Holding Company to "OptiMark Technologies, Inc.".

SECTION 6.2 Surviving Corporation. The Amended and Restated Certificate of Incorporation, and the Amended and Restated Bylaws of OTI as in effect immediately prior to the Effective Time shall, pursuant to Section 251(g) of the DGCL, be the Certificate of Incorporation and Bylaws of the Surviving Corporation following the Merger, provided, however, that the Certificate of Incorporation of the Surviving Corporation shall be amended as set forth below:

(i) Article 1 shall be amended in its entirety as follows:

"1. Name. The name of the Corporation is OptiMark US Equities Inc."

(ii) Article 6 shall be amended to read in its entirety as follows:

"6. Shares of Stock. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 100 shares of Common Stock, \$0.01 par value per share."

(iii) Article Fifteen shall be added and shall read as follows:

"15. Stockholder Voting. Any act or transaction by or involving the Corporation that requires for its adoption the approval of its stockholders pursuant to the General Corporation Law of Delaware or the provisions of this Certificate of Incorporation shall pursuant to Section 251(g) of the General Corporation Law of Delaware also require the approval of the stockholders of OptiMark Technologies, Inc. (and any successor by merger) by the same vote as is required pursuant to the General Corporation Law of Delaware or the provisions of this Certificate of Incorporation, as the case may be."

IN WITNESS WHEREOF, each of OTI Acquisition Corp., OTI and Holding Company have caused this Agreement to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

OptiMark Technologies, Inc.

By: 

Name: James G. Rickards

Title: Senior Vice President,
General Counsel and
Secretary

OTI Acquisition Corp.

By: 

Name: James G. Rickards

Title: President and Secretary

OptiMark Holdings, Inc.

By: 

Name: James G. Rickards

Title: Secretary

Schedule IEmployment Agreements

1. Employment Agreements of the individuals set forth on Exhibit B attached hereto.
2. Employment Agreement dated November 1, 1998 by and between OTI and Phillip J. Riese.
3. Employment, Trade Secret and Non-Competition Agreement dated August 27, 1996 by and between OTI and William A. Lupien.
4. Employment, Trade Secret and Non-Competition Agreement dated August 27, 1996 by and between OTI and John T. Rickard.
5. Restricted Stock Purchase Agreement dated December 1, 1998 by and between OTI and Phillip J. Riese.
6. Stock Purchase Agreement dated December 18, 1998 by and between OTI and Phillip J. Riese.
7. Stock Option Agreement dated November 1, 1998 by and between OTI and Phillip J. Riese.
8. Stock Option Agreement dated November 1, 1998 by and between OTI and Phillip J. Riese.
9. Letter Agreement dated August 27, 1999 by and between OTI and Robert Warshaw.
10. Stock Option Agreement dated November 15, 1999 for 350,000 shares by and between OTI and Robert Warshaw.
11. Stock Option Agreement dated November 15, 1999 for 150,000 shares by and between OTI and Robert Warshaw.

EXHIBIT B

1 Abiodun	Tunde	17-Mar-99
2 Abraham	Sharan	03-Mar-99
3 Acosta	Ivan	22-May-00
4 Akman	Benjamin	28-Sep-98
5 Alexopoulos	Michael	13-Apr-98
6 Alto	Alex	15-May-00
7 Andriola	Robert	19-Apr-99
8 Apprey	Kwabena	01-Nov-99
9 Arduino	Albert	01-Aug-97
10 Armstrong	David	21-Sep-98
11 Astudillo	Rodelio	31-Aug-98
12 Baksht	Irina	05-Jun-00
13 Barbaro	Paul	15-Dec-97
14 Bawa	Anil	02-Sep-99
15 Beeharrilall	Tanya	01-Jun-99
16 Belich	Serge	16-Mar-99
17 Berkman	Howard	15-Mar-99
18 Beronilla	Vincent	24-May-99
19 Betito	Agnes	03-May-99
20 Betsill	Lawrence	13-Mar-00
21 Blackman	Eric	04-May-98
22 Brookshire	Donald	01-Oct-96
23 Bryant	Kevin	10-Apr-00
24 Bu	Qingmei	05-Jun-00
25 Cai	Min	28-Jun-99
26 Callahan	Paul	14-Apr-97
27 Canavatchel	Julie	15-Sep-98
28 Carollo	Matthew	01-Mar-99
29 Cassell	Paul	09-Aug-99
30 Cheng	Levana	01-Jun-99
31 Cheung	Kin	09-Nov-98
32 Choi	Yoon	23-Aug-99
33 Chung	Dennis	11-Jan-99
34 Cioffi	Robert	02-Nov-98
35 Clarey	James	31-May-99
36 Cohen	Neil	28-Jun-99
37 Cuevas	Richard	05-Apr-99
38 Danek	Richard	09-Aug-99
39 Davila	Luis	16-Feb-99
40 Dewitt	Joel	01-Jun-99
41 Diamond	Kelvin	01-Jun-99
42 Diaz	Luis	18-May-98
43 Dickman	Menashe	16-Aug-99
44 Dillon	Sara	01-Oct-99
45 DiMattia	Christopher	16-Feb-98
46 Doan	Julie	18-Oct-99
47 Dunzello	Curtis	22-Feb-99
48 Dusa	Silviu	02-Nov-98

49 Edelson	Joel	04-Mar-98	
50 Eitel Jr.	Robert P.	11-Aug-97	
51 Ellifritt	Rondal	19-May-97	
52 Emond	Tony	17-Nov-99	
53 Eng	Michael	11-Aug-98	
54 Evans	Carole	17-May-99	
55 Evans	Mike	17-May-99	
56 Fabiszak	Catherine	06-Feb-95	
57 Farrall	Mark	04-Jan-99	
58 Fassler	Jeffrey	10-May-99	Part time until Mid-June
59 Felber	George	30-Jun-97	
60 Felber	Lois	03-Jan-00	
61 Flax	Daniel	07-Apr-97	
62 Flowers	Robert	18-Aug-97	
63 Fone	Kenneth	02-Nov-98	
64 Fonseca	Michael	25-Aug-99	
65 Franchi	Joseph	15-Mar-99	
66 Fung	Whitney	01-Feb-99	
67 Gabeau	Ron	29-Mar-99	
68 Gangadin	John	13-Sep-99	
69 Gentile	Frank	09-Mar-98	
70 George	Mathew	03-May-99	
71 Gill	William	19-Feb-97	
72 Gilles	Junon	09-Aug-99	
73 Goldberg	Alexandra	09-Aug-99	
74 Goldstein	Andrew	08-Feb-99	
75 Golubchik	Yelena	12-Jul-99	
76 Gonzolez	Ramon	29-Mar-99	
77 Gordon	Joseph	22-Jun-98	
78 Graf	Glenola	06-Jul-98	
79 Greenlaw	Ruth	14-Jun-99	
80 Gujulva	Gnanesh	07-Jun-99	
81 Guzman	Douglas	13-Jul-99	
82 Hampton	Kimberly	01-Jun-99	
83 Heap	Richard	26-May-98	
84 Hector	Robert	08-Mar-99	
85 Heyburn	James	07-Sep-99	
86 Honig	Elizabeth	04-Oct-99	
87 Huang	Tina	24-Apr-00	
88 Humphrey	Dave	18-Feb-99	
89 Hurtle	David	24-Aug-98	
90 Iaboni	Carlo	01-May-00	
91 Imer	Ohad	01-Mar-99	
92 Ivals	Constantine	11-Oct-99	
93 Jacobs	Warren	25-Aug-97	
94 Jarrett	Donna	26-Oct-98	
95 Johnson	Dale A.	01-Mar-99	
96 Johnson	David	11-May-99	
97 Jonnadula	Ramesh	02-Mar-98	
98 Kagan	Andrew	22-Jul-97	
99 Kapadia	Nitin	27-Mar-00	

100 Kazhdan	Viktoriya	01-Jun-99
101 Kendall	David	04-Oct-99
102 Kirichenko	Vitaly	28-Sep-98
103 Knisely	Felicia	09-Jul-99
104 Kruszins	William	01-Jun-98
105 Kulaka	Steve	08-Jun-99
106 Kwestel	Rona	10-Feb-98
107 Lane	Jason	26-May-98
108 Lapczynski	Susan	26-May-98
109 Larson	Peter	17-May-99
110 Lautz	David	15-Dec-97
111 Lee	Ellen	15-Mar-99
112 Lee	Eric	25-Oct-99
113 Lenahan	Richard	07-Dec-98
114 Lenz	Tiffany	25-Oct-99
115 Li	Peng	15-Mar-99
116 Lim	Feliciano	16-Feb-99
117 Lima	Jorge	24-Apr-00
118 Lin	Chwen	30-Aug-99
119 Livingston	Robert	17-May-99
120 Longo	Tina	13-Sep-99
121 Lupien	William	15-Jan-88
122 Madden	Michèle	07-Jul-97
123 Makrakis	Emmanouil	12-Oct-98
124 Manfredy, III	Rafael	04-Feb-99
125 Marasco	Roseanne	11-Jan-99
126 Marcon	Christopher	01-Mar-99
127 Massa	Robert	07-Dec-98
128 Matus	Stephen	05-Jun-00
129 Max	Jeffery	01-Nov-97
130 McCarthy	John	30-Jun-97
131 McGrath	Michael	10-May-99
132 Medvedeva	Veronika	08-Jun-99
133 Mendoza	Brandon	10-May-99
134 Miller	Shelly	03-Feb-97
135 Miller	Gary	22-Mar-99
136 Milne	Robert	05-Aug-99
137 Modeste	Paul	01-Feb-99
138 Molnar	Gabor	12-Oct-98
139 Monick	Jeffrey	04-May-00
140 Morgan	Richard	10-Aug-99
141 Morgan	Matthew	30-May-00
142 Murillo	Luis	14-Jun-99
143 Muro	Ralph	01-Aug-98
144 Namin	Robert	19-Oct-99
145 Nanscawen	James	14-Jun-99
146 Nathan	Joseph	23-Aug-99
147 Negrin	Jorge	12-Apr-99
148 Nepomuceno	David	09-Aug-99
149 Nichol	Nicola	20-Mar-00
150 Nicholas	Trevor	13-Sep-99

151 Nichols	Joseph	17-May-99
152 Nickol	Kristopher	06-Jul-99
153 Niki	Kiyoshi	01-Apr-99
154 Norris	Joann	20-Jan-99
155 O'Donnell	John	08-Mar-99
156 Olmeda	Hector	23-Nov-98
157 Oostenbrug	Ypeus	01-Mar-99
158 Pacelli, Jr.	Richard	30-Mar-99
159 Patel	Hiren	18-Oct-99
160 Perini	Michael	24-May-99
161 Perry	Carol	18-Jan-99
162 Phair	Brendan	08-Sep-98
163 Picker	Neal	31-May-00
164 Pinto	Alexander	07-Jun-99
165 Plotkin	Sheldon	13-Sep-99
166 Ponte	Michael	02-Nov-98
167 Quijano	Jorge	11-Oct-99
168 Ramaswamy	Sashikala	25-Jan-99
169 Ramos	Betsy	15-Jul-99
170 Ramsaran	Mitch	01-Mar-99
171 Reilly	Elizabeth	06-Jul-98
172 Richards	Jonathan	01-May-00
173 Rickard	Terry	01-Sep-96
174 Rickards	James	30-Aug-99
175 Riegler	Steven	13-Nov-97
176 Riese	Phillip	02-Nov-98
177 Riopel	Catherine	03-Jun-99
178 Rivera	Stanner	13-Sep-99
179 Robbins	Daniel	05-Jun-00 Summer Intern
180 Rodriguez	Edgar	02-Aug-99
181 Rosenbaum	Benjamin	23-Mar-98
182 Rossbach	Jeff	20-Sep-99
183 Rubin	Oksana	23-May-00
184 Rubino	Benedict	21-Jan-99
185 Rymkiewicz	Matthew	14-Apr-99
186 Samant	Dr. Vivek	19-Oct-99
187 Sands	James	24-Mar-97
188 Sano	Hiroshi	22-Nov-99
189 Schechtman	William	04-Jan-99
190 Scott	Wanda	29-Jun-98
191 Seeberg	William	03-Feb-98
192 Sendewicz	Elizabeth	29-Sep-97
193 Shelby	Alicia	30-Nov-98
194 Shelton	Michael	01-Jan-98
195 Shen	Tony	12-Jul-99
196 Sheridan	Charles	13-Feb-98
197 Sheynkman	Serge	04-Oct-99
198 Simone	John	04-Jan-99
199 Sloves	Shawn	23-Sep-99
200 Small	Ernest	01-Mar-00
201 Smigel	Murray	16-May-97

202 Soccolich	Elizabeth	16-Jan-98
203 Sovinski	Brooke	22-Jun-98
204 Spratt	Bob	05-Apr-99
205 Spratt	Ronald	30-Aug-99
206 Squires	Lorene	09-Aug-99
207 Srinivasan	Sayee	02-Jan-99
208 Sterne	Mark	22-May-00
209 Stewart	Erin	13-Jul-99
210 Stone	James	07-Dec-98
211 Stumpf	Timothy	02-May-95
212 Suarez	Carlos	09-Mar-98
213 Suycott	Carol	01-Jun-98
214 Taylor	Stephen	29-Dec-97
215 Thomas	Kevin	01-Feb-99
216 Thompson	Darrius	01-Feb-99
217 Thompson	Tina	22-Mar-99
218 Thompson	Carol	12-Apr-99
219 Thompson	Christina	07-Jun-00
220 Tondur	Erik Scott	05-May-99
221 Unterberg	Stephen	08-Mar-99
222 Vega	Lysette	02-Aug-99
223 Vera	Haydee	15-Mar-99
224 Wald	Aaron	08-Mar-99
225 Walsh	Christopher	13-Apr-98
226 Wang	Evan	22-May-00
227 Warshaw	Robert	15-Nov-99
228 Weitzman	Tal	24-Apr-97
229 Wu	Bernardine	11-Jan-99
230 Yau	Richard	15-Jan-98
231 Youngcourt	Michael	12-Apr-99
232 Zelaya	George	12-Jul-99
233 Zigismund	Irina	15-May-00
234 Zimenkova	Galina	01-May-00
235 Zuniga	Alfredo	11-Jan-99
236 Zwillenberg	Roza	03-May-99

JUN-12-2000 13:56

OPTIMARK

201 946 0742 P.02/15

CERTIFICATE OF OPTIMARK TECHNOLOGIES, INC.

(UNDER SECTION 251 OF THE
GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE)

The undersigned, being Secretary of OptiMark Technologies, Inc., a corporation organized under the laws of the State of Delaware ("OTT"), hereby states that the Agreement and Plan of Merger to which this Certificate is attached was adopted by OTI by action of its Board of Directors and without any vote of its stockholders pursuant to subsection (g) of Section 251 of the Delaware General Corporation Law (the "DGCL") and in accordance with such subsection, the undersigned hereby certifies as follows:

1. The Agreement and Plan of Merger has been adopted pursuant to subsection (g) of Section 251 of the DGCL; and
2. The conditions specified in the first sentence of subsection (g) of Section 251 of the DGCL have been satisfied.

IN WITNESS WHEREOF, this certificate has been subscribed this 12 day of June, 2000, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

OptiMark Technologies, Inc.

By: 

Name: James G. Rickards

Title: Senior Vice President,
General Counsel and
Secretary

CERTIFICATE OF OTI ACQUISITION CORP.

(UNDER SECTION 251 OF THE
GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE)

The undersigned, being Secretary of OTI Acquisition Corp., a corporation organized under the laws of the State of Delaware ("OTI Acquisition Corp."), hereby states that the Agreement and Plan of Merger to which this Certificate is attached was adopted by OTI Acquisition Corp. by action of its Board of Directors and without any vote of its stockholders pursuant to subsection (g) of Section 251 of the Delaware General Corporation Law (the "DGCL") and in accordance with such subsection, the undersigned hereby certifies as follows:

1. The Agreement and Plan of Merger has been adopted pursuant to subsection (g) of Section 251 of the DGCL; and
2. The conditions specified in the first sentence of subsection (g) of Section 251 of the DGCL have been satisfied.

IN WITNESS WHEREOF, this certificate has been subscribed this 12 day of June, 2000, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

OTI Acquisition Corp.

By: 

Name: James G. Rickards

Title: President and
Secretary

Office of the Secretary of State

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 AGREEMENT OF MERGER, WHICH MERGES:

"OTI ACQUISITION CORP.", A DELAWARE CORPORATION,

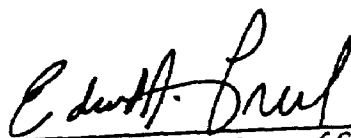
WITH AND INTO "OPTIMARK TECHNOLOGIES, INC." UNDER THE NAME OF "OPTIMARK US EQUITIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF JUNE, A.D. 2000, AT 4:30 O'CLOCK P.M.



2644515 8100M

001340512

RECORDED: 12/28/2000


Edward J. Freel, Secretary of State

0540298

AUTHENTICATION:

07-05-00

DATE:

PATENT

REEL: 011410 FRAME: 0776