

RESTATED ORGANIZATION CERTIFICATE  
OF  
BANKERS TRUST COMPANY

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Under Section 8007 of the Banking Law.

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WHITE & CASE  
14 Wall Street  
New York, N. Y. 10005

Counterpart Filed in the Office of the Superintendent of Banks, State of New York, this 1st day of June 1971.

RESTATED ORGANIZATION CERTIFICATE

OF

BANKERS TRUST COMPANY

*Under Section 8007 of the Banking Law.*

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We, the President and Secretary of BANKERS TRUST COMPANY, do hereby certify and state:

1. The name of the corporation is Bankers Trust Company.
2. The organization certificate of the corporation was filed by the Superintendent of Banks of the State of New York on March 5, 1903.
3. The text of the organization certificate, as amended heretofore, is hereby restated without further amendment or change to read as herein set forth in full, to wit:

"CERTIFICATE OF ORGANIZATION

of

BANKERS TRUST COMPANY

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, JAMES A. BLAIR, JAMES G. CANNON, E. C. CONVERSE, HENRY P. DAVISON, GRANVILLE W. GARTH, A. BARTON HEPBURN, WILLIAM LOGAN, GATES W. MCGARRAH, GEORGE W. PERKINS, WILLIAM H. PORTER, JOHN F. THOMPSON, ALBERT H. WIGGIN, SAMUEL WOOLVERTON and EDWARD F. C. YOUNG, all being persons of full age and citizens of the United States, and a majority of us being residents of the State of New York, desiring to form a corporation to be known as a Trust Company, do hereby associate ourselves together for that purpose under and pursuant to the laws of the State of New York, and for such purpose we do hereby, under our respective hands and seals, execute and duly acknowledge this Organization Certificate in duplicate, and hereby specifically state as follows, to wit:

- I. The name by which the said corporation shall be known is Bankers Trust Company.

II. The place where its business is to be transacted is the City of New York, in the State of New York.

III. The amount of capital stock which the corporation is hereafter to have is Ninety Million Eight Hundred Eighty-five Thousand Nine Hundred Forty Dollars (\$90,885,940), divided into nine million eighty-eight thousand five hundred ninety-four (9,088,594) shares, all of which are to be, as heretofore, of the same class and of the par value of Ten Dollars (\$10) each.

IV. The name, residence and post office address of each member of the corporation are as follows:

<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
JAMES A. BLAIR	9 West 50th Street, Manhattan, New York City	33 Wall Street, Manhattan, New York City
JAMES G. CANNON	72 East 54th Street, Manhattan, New York City	14 Nassau Street, Manhattan, New York City
E. C. CONVERSE	3 East 78th Street, Manhattan, New York City	139 Broadway, Manhattan, New York City
HENRY P. DAVISON	Englewood, New Jersey	2 Wall Street, Manhattan, New York City
GRANVILLE W. GARTH	160 West 59th Street, New York City	33 Wall Street, Manhattan, New York City
A. BARTON HEPBURN	205 West 57th Street, Manhattan, New York City	83 Cedar Street, Manhattan, New York City
WILLIAM LOGAN	Montclair, New Jersey	13 Nassau Street, Manhattan, New York City
GATES W. MCGARRAH	129 Riverside Ave., Manhattan, New York City	29 Wall Street, Manhattan, New York City
GEORGE W. PERKINS	Riverdale, New York	23 Wall Street, Manhattan, New York City
WILLIAM H. PORTER	56 East 67th Street, Manhattan, New York City	270 Broadway, Manhattan, New York City

<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
JOHN F. THOMPSON	Newark, New Jersey	143 Liberty Street, Manhattan, New York City
ALBERT H. WIGGIN	42 West 49th Street, Manhattan, New York City	214 Broadway, Manhattan, New York City
SAMUEL WOOLVERTON	Mount Vernon, New York	34 Wall Street, Manhattan, New York City
EDWARD F. C. YOUNG	85 Glenwood Avenue, Jersey City, New Jersey	1 Exchange Place, Jersey City, New Jersey

V. The existence of the corporation shall be perpetual.

VI. The subscribers, the members of the said corporation, do, and each for himself does, hereby declare that he will accept the responsibilities and faithfully discharge the duties of a director therein, if elected to act as such, when authorized in accordance with the provisions of the Banking Law of the State of New York.

VII. The number of directors of the corporation shall be not less than 15 nor more than 25."

4. The foregoing restatement of the organization certificate was authorized by the Board of Directors of the corporation at a meeting held on May 18, 1971.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 24th day of May, 1971.

ALFRED BRITTAIN III

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ALFRED BRITTAIN III, *President*

RICHARD S. DENNY

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RICHARD S. DENNY, *Secretary*

STATE OF NEW YORK }  
COUNTY OF NEW YORK } ss.:

RICHARD S. DENNY, being duly sworn, deposes and says that he is the Secretary of Bankers Trust Company, the corporation described in the foregoing certificate; that he has read the foregoing certificate and knows the contents thereof, and that the statements therein contained are true.

RICHARD S. DENNY

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RICHARD S. DENNY

Sworn to before me this  
24th day of May, 1971.

JAMES T. BYRNE, JR.

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JAMES T. BYRNE, JR.  
Notary Public, State of New York  
No. 30-0527425 Qual. in Nassau Co.  
Certificate filed in New York County  
Commission Expires March 30, 1973

STATE OF NEW YORK,  
BANKING DEPARTMENT

I, WILLIAM T. DENTZER, JR., Superintendent of Banks of the State of New York, DO HEREBY APPROVE the annexed Restated Organization Certificate of Bankers Trust Company, executed May 24, 1971, under Section 8007 of the Banking Law.

WITNESS, my hand and official seal of the Banking Department at the City of New York, this 1st day of June in the Year of our Lord one thousand nine hundred and seventy-one.

(SEAL)

WILLIAM T. DENTZER, JR.  
*Superintendent of Banks.*

I **BERNARD GLASMAN**, Deputy Superintendent

of Banks of the State of New York, do hereby certify that I have caused the annexed Copy of **Restated Organization Certificate of Bankers Trust Company under Section 2097 of the Banking Law executed May 24, 1971, and filed in the office of the Superintendent of Banks on June 1, 1971** to be compared by a competent clerk with the original on file in the Banking Department, and the same is a correct copy of said **Restated Organization Certificate** and of the whole thereof.

In Witness Whereof, I have hereunto set my hand and affixed the official seal of the Banking Department at New York, N.Y., this **8th** day of

**June** 19 **71**



Deputy Superintendent