
Certificate of Amendment

OF

Certificate of Incorporation

OF

BANKERS TRUST COMPANY

Pursuant to Section Thirty-Six of the Stock
Corporation Law.

WHITE & CASE
14 WALL STREET
NEW YORK 5, N. Y.

Original filed in the Office of the Superintendent of Banks at 3:05 P. M., E. D. T.,
September 30, 1960. Duplicate original filed in the Office of the Clerk of New York County
at approximately 10 A. M., E. D. T., October 3, 1960.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BANKERS TRUST COMPANY

Pursuant to Section Thirty-Six of the Stock Corporation Law.

We, WALLIS B. DUNCKEL and ROBERT H. BROME, being respectively the President and the Secretary of BANKERS TRUST COMPANY, do hereby certify:

1. The name of the corporation is BANKERS TRUST COMPANY.
2. The organization certificate of said corporation was filed in the office of the Superintendent of Banks on the 5th day of March, 1903, and in the office of the County Clerk of New York County on the 5th day of March, 1903.
3. The organization certificate as heretofore amended is hereby amended to effect the following change authorized in subdivision two of section thirty-five of the Stock Corporation Law, to wit: to recite the amount of the capital stock outstanding and the number and par value of the shares into which it is divided, giving effect to the issuance of 18,000 additional shares.
4. The provisions of the organization certificate as heretofore amended with reference to the capital stock and the shares which the corporation is authorized to have and the capital stock outstanding, and which provide that the amount of its authorized capital stock shall be Eighty-four Million Six Hundred Thousand Dollars (\$84,600,000), divided into eight million four hundred sixty thousand (8,460,000) shares of the par value of Ten Dollars (\$10) each and which also provide that the amount of its capital stock outstanding is Eighty Million Five Hundred Ninety-nine Thousand Dollars

(\$80,599,000), divided into eight million fifty-nine thousand nine hundred (8,059,900) shares of the par value of Ten Dollars (\$10) each, are hereby amended to read as follows:

"The amount of authorized capital stock which the corporation is hereafter to have is Eighty-four Million Six Hundred Thousand Dollars (\$84,600,000), divided into eight million four hundred sixty thousand (8,460,000) shares, all of which are to be, as heretofore, of the same class and of the par value of Ten Dollars (\$10) each. The amount of the capital stock outstanding is Eighty Million Seven Hundred Seventy-nine Thousand Dollars (\$80,779,000), divided into eight million seventy-seven thousand nine hundred (8,077,900) shares of the par value of Ten Dollars (\$10) each."

IN WITNESS WHEREOF, we have made and subscribed this certificate this 28th day of September, 1960.

WALLIS B. DUNCKEL
President

ROBERT H. BROME
Secretary

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

On this 28th day of September, 1960, before me personally came WALLIS B. DUNCKEL and ROBERT H. BROME, to me known and known to me to be the persons described in and who executed the foregoing certificate and they severally duly acknowledged to me that they executed the same.

JEAN Y. L. YOUNG

JEAN Y. L. YOUNG
NOTARY PUBLIC, State of New York
No. 31-9775600
Qualified in New York County
Commission Expires March 30, 1962

(SEAL)

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

WALLIS B. DUNCKEL and ROBERT H. BROME, being severally duly sworn, do depose and say and each for himself deposes and says: that he, the said WALLIS B. DUNCKEL, is President, and he, the said ROBERT H. BROME, is Secretary, of BANKERS TRUST COMPANY; that they have been authorized to execute and file the foregoing Certificate of Amendment of Certificate of Incorporation of said corporation by the votes, cast in person or by proxy, of the holders of record of a majority of all of the outstanding shares of capital stock of said corporation entitled to vote at the stockholders' meeting at which such votes were cast, with relation to the proceedings provided for in such certificate; that such votes were cast at a special meeting of stockholders of said corporation held at No. 16 Wall Street in the City of New York, New York, on the 13th day of July, 1960, upon notice pursuant to section forty-five of the Stock Corporation Law; and that neither the certificate of incorporation nor any other certificate filed pursuant to law requires a larger proportion of votes.

WALLIS B. DUNCKEL

ROBERT H. BROME

Subscribed and sworn to before me
this 28th day of September, 1960.

JEAN Y. L. YOUNG

JEAN Y. L. YOUNG
NOTARY PUBLIC, State of New York
No. 31-9775600
Qualified in New York County
Commission Expires March 30, 1962
(SEAL)

STATE OF NEW YORK,

BANKING DEPARTMENT

I, G. RUSSELL CLARK, Superintendent of Banks of the State of New York, DO HEREBY APPROVE, effective at 3:05 P. M. on September 30, 1960, the annexed certificate entitled, "Certificate of Amendment of Certificate of Incorporation of BANKERS TRUST COMPANY pursuant to Section Thirty-six of the Stock Corporation Law", dated September 28, 1960, providing for the following:

1) Issuance of Eighteen Thousand (18,000) shares of capital stock, thereby increasing the total of issued and outstanding capital stock from Eighty Million Five Hundred Ninety-nine Thousand (\$80,599,000) Dollars, consisting of Eight Million Fifty-nine Thousand Nine Hundred (8,059,900) shares of the par value of Ten (\$10) Dollars each to Eighty Million Seven Hundred Seventy-nine Thousand (\$80,779,000) Dollars, consisting of Eight Million Seventy-seven Thousand Nine Hundred (8,077,900) shares of the same par value.

2) Total authorized capital stock is to remain, as heretofore, at Eighty-four Million Six Hundred Thousand (\$84,600,000) Dollars, consisting of Eight Million Four Hundred Sixty Thousand (8,460,000) shares of the same class and par value of Ten (\$10) Dollars each.

WITNESS, my hand and official seal of the Banking Department at the City of Albany, this 30th day of September in the Year of our Lord one thousand nine hundred and sixty.

G. RUSSELL CLARK

Superintendent of Banks.

(OFFICIAL SEAL)

I.....**SEYMOUR SCHEER**....., Deputy Superintendent
of Banks of the State of New York, do hereby certify that I have caused the annexed Copy of
Certificate of Amendment of Certificate of Incorporation of Bankers Trust Company,
dated September 28, 1960, and Certificate of Approval of the Superintendent of Banks
of the State of New York, dated September 30, 1960..... 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 **Certificate of Amendment and Certificate of Approval**.....
and of the whole thereof.

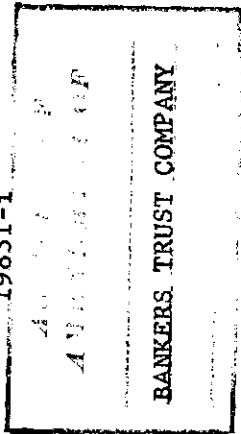
In Witness Whereof, I have hereunto set my hand
and affixed the official seal of the Banking Depart-
ment at Albany, this **10th** day of

..... **October** 19 **60**

..... *Seymour Scheer*
Deputy Superintendent



19831-1



FOREIGN-New York

Amendment increasing outstanding capital stock to 8,077,900 shares.

STATE OF NEW YORK
DEPARTMENT OF STATE

Approved for filing of this amendment to the record of the corporation in the office of the Secretary of State and the certification of the same.

this 19th day of
October, 1960
at 8:00 o'clock A.M.
FILED

Filing \$10.00

Receipts

Certificates

Licenses

Cert. copy 50

TOTAL \$10.50

ARNOLD WILLIAMS

SECRETARY OF STATE

CORPORATION CLERK

Filed by:

White & Case
14 Wall Street
New York 5, New York

INDEXED

RECORDED