

**Certificate of Amendment**  
OF THE  
ORGANIZATION CERTIFICATE  
OF  
BANKERS TRUST COMPANY

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Under Section 8005 of the Banking Law.

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

Original filed in the Office of the Superintendent of Banks, January 24, 1967.

CERTIFICATE OF AMENDMENT

OF THE

ORGANIZATION CERTIFICATE

OF

BANKERS TRUST COMPANY

Under Section 8005 of the Banking Law.

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We, ALFRED BRITTAIN III and RICHARD S. DENNY, 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 by the Superintendent of Banks on the 5th day of March, 1903.
3. The organization certificate as heretofore amended is hereby amended to decrease the aggregate number of shares which the corporation shall have authority to issue by eliminating 638,950 authorized but unissued shares.
4. The provisions of the organization certificate as heretofore amended with reference to the authorized capital stock, the number of shares into which the capital stock shall be divided, the par value of the shares and the capital stock outstanding, which read as follows:

"The amount of authorized capital stock which the corporation is hereafter to have is Ninety-seven Million Two Hundred Seventy-five Thousand Four Hundred Forty Dollars (\$97,275,440), divided into nine million seven hundred twenty-seven thousand five hundred forty-four (9,727,544) 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 Ninety Million Eight Hundred Seventy-two Thousand Four Hundred Eighty Dollars

(\$90,872,480), divided into nine million eighty-seven thousand two hundred forty-eight (9,087,248) shares of the par value of Ten Dollars (\$10) each, and in addition, the aggregate par value of all shares at the time outstanding as a result of the exercise of options issued under the Stock Option Plan or Stock Option and Savings Plan of the corporation heretofore approved by votes of its stockholders, as such Plans may be amended from time to time."

are hereby amended to read as follows:

"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."

5. The foregoing amendment of the organization certificate was authorized by unanimous written consent signed by the holder of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 17th day of January, 1967.

ALFRED BRITTAİN III

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ALFRED BRITTAİN 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  
17th day of January, 1967.

BIRGER G. ARONSON

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BIRGER G. ARONSON  
Notary Public, State of New York  
No. 24-0099760 Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1967

(SEAL)

STATE OF NEW YORK,  
BANKING DEPARTMENT

I, FRANK WILLE, Superintendent of Banks of the State of New York, DO HEREBY APPROVE the annexed certificate entitled "Certificate of Amendment of the Organization Certificate of BANKERS TRUST COMPANY under Section 8005 of the Banking Law", dated January 17, 1967 providing for a reduction of authorized capital stock from \$97,275,440 consisting of 9,727,544 shares of the par value of \$10.00 each, to \$90,885,940 consisting of 9,088,594 shares of the par value of \$10.00 each.

WITNESS, my hand and official seal of the Banking Department at the City of New York, this 24th day of January in the Year of our Lord one thousand nine hundred and sixty-seven.

(SEAL)

FRANK WILLE  
*Superintendent of Banks.*

I E. VIRGIL CONWAY

First, 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 the Organization Certificate of Bankers Trust .....

Company filed in the Banking Department on January 24, 1967 .....

..... 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 .....

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 New York, N.Y., this 15..... day of

February 19 67

E. Virgil Conway  
First Deputy Superintendent