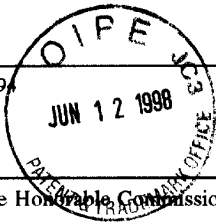


07-13-1998

Express Mail No.: TB686 625 841US

FORM PTO-159  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

100764198

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.  
Box Assignments, Washington, DC 20231

MRD 6-12-98

1. Name of conveying party(ies):  
**Morgan Stanley, Dean Witter, Discover & Co.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - State **Delaware**  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  
 No

2. Name and address of receiving party(ies):  
Name: **MORGAN STANLEY, DEAN WITTER & CO.**  
Address: **1585 Broadway**  
City **New York**, State **New York** Zip **10036**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: **March 24, 1998**

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

06/12/98

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark registration No.(s) on attached Schedule

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
**PENNIE & EDMONDS LLP**  
1155 Avenue of the Americas  
New York, NY 10036  
Attn.: **Patricia Vega**  
File No.: **6925-161-999**

6. Total number of applications and registrations involved: **60**

7. Total fee (37 CFR 3.41):.....\$ **1,515.00**  
Please charge to the deposit account listed in Section 8.

8. Deposit account number:  
**16-1150**

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.*

**Constance Golden, Esq.**  
Name of Person Signing

*Constance Golden*  
Signature

**6/12/98** Date

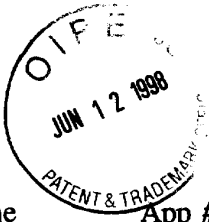
Total number of pages comprising cover sheet: 8

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

07/10/1998 TTON11 00000140 161150 2084728

01 FC:481 40.00 CH  
02 FC:482 1475.00 CH

TRADEMARK  
REEL: 1757 FRAME: 0834



## Trademarks Schedule

Mark Name	App # App Date	Reg # Reg Date	Renewal Date	Status	Country
I-800-4MS-CASH		2,084,728 JULY 29, 1997	JULY 29, 2007	REGISTERED	UNITED STATES
AVS		1,768,228 APRIL 27, 1993	APRIL 27, 2003	REGISTERED	UNITED STATES
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GEMS	75/362612 SEPTEMBER 24, 1997			PENDING APP.	UNITED STATES
GLOBE & SHADED OVAL DESIGN WITH WORD WEBS		2,145,215 MARCH 17, 1998	MARCH 17, 2008	REGISTERED	UNITED STATES
MATCHPLUS (STYLIZED)		1,732,178 NOVEMBER 10, 1992	NOVEMBER 10, 2002	REGISTERED	UNITED STATES
MATES	75/392612 NOVEMBER 19, 1997			PENDING APP.	UNITED STATES
MITES	75/392775 NOVEMBER 19, 1997			PENDING APP.	UNITED STATES
MORGAN STANLEY		1,707,196	AUGUST 11,	REGISTERED	UNITED STATES

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MORGAN STANLEY CAPITAL INTERNATIONAL PERSPECTIVE		1,669,405 DECEMBER 24, 1991	DECEMBER 24, 2001	REGISTERED	UNITED STATES
MORGAN STANLEY CLIENT LINK AND DESIGN	75/203704 NOVEMBER 25, 1996			PENDING APP.	UNITED STATES
MORGAN STANLEY CLIENT LINK AND DESIGN	75/283031 APRIL 28, 1997			PUBLISHED	UNITED STATES
MORGAN STANLEY DEAN WITTER	75/327546 JULY 21, 1997			PENDING APP.	UNITED STATES
MORGAN STANLEY EQUITY PLUS FUND	75/094276 APRIL 25, 1996		MAY 13, 1998	PENDING APP.	UNITED STATES
MORGAN STANLEY FUNDS TRANSFER	75/016505 NOVEMBER 08, 1995		MAY 19, 1997	PENDING APP.	UNITED STATES
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MORGAN STANLEY INTERNATIONAL		1,731,585 NOVEMBER 10, 1992	NOVEMBER 10, 2002	REGISTERED	UNITED STATES
MORGAN STANLEY NIFTY FIFTY	75/299851 MAY 28, 1997			PENDING APP.	UNITED STATES
MORGAN STANLEY PHILIPPINES FIRTS	75/177635 OCTOBER 07, 1996			PUBLISHED	UNITED STATES
MORGAN STANLEY REALTY		1,712,183 SEPTEMBER 01, 1992	SEPTEMBER 01, 2002	REGISTERED	UNITED STATES
MORGAN STANLEY REPO LINK AND DESIGN	75/227806 JANUARY 17, 1997		OCTOBER 21, 1998	PENDING APP.	UNITED STATES

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PRIVATE LINK	75/452969 MARCH 19, 1998			PENDING APP.	UNITED STATES
PYRAMID AND CIRCULAR ARROW DESIGN	75/292048 MAY 14, 1997			PUBLISHED	UNITED STATES
QUIBS	75/407771 DECEMBER 18, 1997			PENDING APP.	UNITED STATES

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REPOSWEEP	75/239995 FEBRUARY 11, 1997			PENDING APP.	UNITED STATES
REPOSWEEP PLUS	75/299852 MAY 28, 1997			PENDING APP.	UNITED STATES
REPS	75/417244 JANUARY 13, 1998			PENDING APP.	UNITED STATES
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TOTAL FUNDS MANAGEMENT		1,941,860 DECEMBER 12, 1995	DECEMBER 12, 2005	REGISTERED	UNITED STATES
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WEBS		2,141,278 MARCH 03, 1998	MARCH 03, 2008	REGISTERED	UNITED STATES
WORLD EQUITY BENCHMARK SHARES	75/007310 OCTOBER 18, 1995			PENDING APP.	UNITED STATES
WORLD GLOBE DESIGN		1,908,795 AUGUST 01, 1995	AUGUST 01, 2005	REGISTERED	UNITED STATES
X-TRAS	75/377154 OCTOBER 21, 1997			PENDING APP.	UNITED STATES
XL1 1997 LARGE LOAN & DESIGN	75/388480 NOVEMBER 12, 1997			PENDING APP.	UNITED STATES

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MORGAN STANLEY, DEAN WITTER, DISCOVER & CO.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MORGAN STANLEY DEAN WITTER & CO.", THE TWENTY-FOURTH DAY OF MARCH, A.D. 1998, AT 3 O'CLOCK P.M.



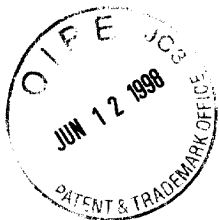
*Edward J. Freel*

Edward J. Freel, Secretary of State

0923632 8320  
981184585

AUTHENTICATION: 9079854  
DATE: 05-13-98  
TRADEMARK  
REEL: 1757 FRAME: 0839

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:00 PM 03/24/1998  
981113145 - 0923632



**Certificate of Amendment  
to  
Amended and Restated Certificate of Incorporation  
of  
Morgan Stanley, Dean Witter, Discover & Co.**

Pursuant to Section 242 of the  
General Corporation Law of  
the State of Delaware

Morgan Stanley, Dean Witter, Discover & Co. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

**FIRST:** The Board of Directors of the Corporation, by unanimous written consent pursuant to Section 141 of the General Corporation Law of the State of Delaware, duly adopted resolutions setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and authorizing the officers of the Corporation to submit such amendment to the stockholders of the Corporation for approval at the Corporation's 1998 annual meeting of stockholders. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Board of Directors declares it advisable that Article I of the Corporation's Amended and Restated Certificate of Incorporation be amended to read in its entirety as follows:

**ARTICLE I**

**Name**

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Morgan Stanley Dean Witter & Co.

**SECOND:** Thereafter, pursuant to resolution of its Board of Directors, the 1998 annual meeting of stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by the Corporation's Amended and Restated Certificate of Incorporation were voted in favor of the amendment.

**THIRD:** Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

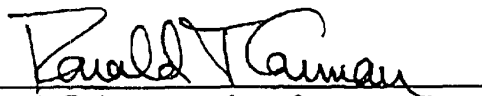
TRADEMARK  
REEL: 1757 FRAME: 0840

FOURTH: This Certificate of Amendment shall not become effective until, and shall become effective at, 5:00 p.m. on March 24, 1998.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Ronald T. Carman, its Assistant Secretary, this 24th day of March, 1998.

MORGAN STANLEY, DEAN WITTER, DISCOVER & CO.

By:

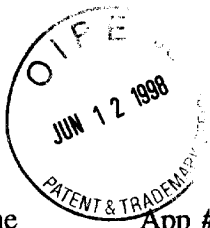


Ronald T. Carman, Assistant Secretary

TRADEMARK

REEL: 1757 FRAME: 0841





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