

RECORDATION
TRADE

11-19-1998

11-16-98



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MKS

To the Honorable Commissioner of Patents and Trademarks: Please record

1. Name of conveying party(ies):

NEIC Operating Partnership, L.P.

- Individual Association
- General Partnership Limited Partnership (Delaware)
- Corporation - State: _____

Other: _____
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: _____

Execution Date: March 31, 1998

Name of receiving party(ies):

Name: NVEST Companies, L.P.

Internal Address: Jeff Plunkett

Street Address: 399 Boylston St.

City: Boston State: MA Zip: 02116

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership (Delaware)
- Corporation - State: _____
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached Yes No

4. Application number(s) or registration number(s)

A. Trademark Application No.(s)
75/432,900
75/564,218

B. Trademark Registration No.(s)

Additional numbers attached? yes no

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

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite 800 East

City: Washington, D.C. State: Zip: 20005

6. Total number of applications and registration involved:

..... [2]

7. Total Fee (37 CFR 3.41) \$ 65

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1945

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.

Catherine R. Howell
Name of Person Signing

Catherine R. Howell
Signature

November 16, 1998
Date

Total number of pages including cover sheet, attachments and document: [3]

7064953.01

ASST. COM. OF PAT. & TRADEMARKS
NOV 18 1998
FBI

75132900
00000181 181945
11/18/1998 5808NS
01 FC:481
02 FC:482
40.00 CH
25.00 CH

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 AMENDMENT OF "NEIC OPERATING PARTNERSHIP, L.P.", CHANGING ITS NAME FROM "NEIC OPERATING PARTNERSHIP, L.P." TO "NVEST COMPANIES, L.P.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 11:50 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2820101 8100

981123156

AUTHENTICATION: 9002980

DATE: 03-31-98

TRADEMARK
REEL: 1815 FRAME: 0561

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
NEIC OPERATING PARTNERSHIP, L.P.

NEIC Operating Partnership, L.P., a limited partnership organized under the Delaware Revised Uniform Limited Partnership Act (the "Act"), for the purpose of amending its Amended and Restated Certificate of Limited Partnership pursuant to Section 17-202 of the Act, hereby certifies that effective on March 31, 1998, Paragraphs numbered 1 and 4 of the Amended and Restated Certificate of Limited Partnership are amended to read in their entirety as follows:

1. Name. The name of the limited partnership formed and continued hereby is Nvest Companies, L.P.

4. General Partners. The names and business addresses of the general partners of the Partnership are:

Nvest Corporation
399 Boylston Street
Boston, Massachusetts 02116

Nvest, L.P.
399 Boylston Street
Boston, MA 02116

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by the general partners thereunto duly authorized as of the 31st day of March, 1998.

GENERAL PARTNERS:

NVEST CORPORATION

By Edward N. Wadsworth
Edward N. Wadsworth
Executive Vice President

NVEST, L.P.

By Nvest Corporation, its general partner

By Edward N. Wadsworth
Edward N. Wadsworth
Executive Vice President