

02-22-1999



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2-16-99

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

02/17/1999 SBURNS 00000130 2098559

01 FC:481 40.00 OP

02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK

REEL: 1856 FRAME: 0257

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="2,098,959"/>	<input type="text" value="2,102,875"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Michael L. Gannon

2/12/99

Name of Person Signing

Signature

Date Signed

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 "PIPER JAFFRAY COMPANIES INC.", CHANGING ITS NAME FROM "PIPER JAFFRAY COMPANIES INC." TO "U.S. BANCORP PIPER JAFFRAY COMPANIES INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1998, AT 3 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0799035 8100

991054566

AUTHENTICATION: 9571554

DATE: 02-11-99

TRADEMARK
REEL: 1856 FRAME: 0259

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
PIPER JAFFRAY COMPANIES INC.

Piper Jaffray Companies Inc., a Delaware corporation (the "Corporation"), pursuant to the provisions of section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST, the following amendment was duly adopted by the sole stockholder of the Corporation by written consent dated May 1, 1998, in accordance with section 242 of the DGCL:

Article I of the Corporation's restated certificate of incorporation was amended in its entirety to read as follows:

"ARTICLE I

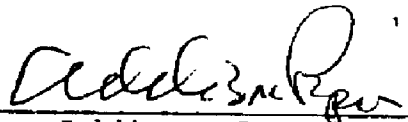
Name

The name of the corporation is:
U.S. Bancorp Piper Jaffray Companies Inc."

SECOND, this certificate of amendment shall become effective at 5:01 p.m. Eastern Standard Time on May 1, 1998.

IN WITNESS WHEREOF, Piper Jaffray Companies Inc.
has caused this certificate to be executed by its duly
authorized officer this 1st day of May, 1998.

PIPER JAFFRAY COMPANIES INC.

By 
Name: Addison L. Piper
Title: President and Chief
Executive Officer

NY12532 237509

RECORDED: 02/16/1999

TRADEMARK
REEL: 1856 FRAME: 0261