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12-17-1999



To the

U.S. Patent & TMO for TM Mail Rcpt Dt. #61

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hed original documents or copy thereof.

1. Name of conveying party(ies):

MCP, 12-17-99

Phoenix Duff & Phelps Corporation

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

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

3. Nature of conveyance:

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

Execution Date: May 8, 1998

2. Name and address of receiving party(ies):

Name: Phoenix Investment Partners, Ltd.

Internal Address:

Street Address: 56 Prospect Street

City: Hartford State: CT ZIP: 06115

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

B. Trademark registration No.(s)

1,575,504  
1,579,407  
1,598,522

Additional numbers attached?  Yes  No

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

Name: Deborah A. Wing

Internal Address: Katten Muchin Zavis

Suite 1600

Street Address: 525 West Monroe Street

City: Chicago State: IL ZIP: 60661

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41): \$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01/05/2000 DNGUYEN 00000004 1575504

DO NOT USE THIS SPACE

01 FC:491  
02 FC:482

40.00 DP  
50.00 DP

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.

Deborah A. Wing

Name of Person Signing

Signature

12/17/99

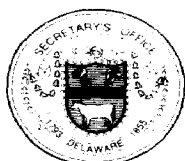
Date

Total number of pages comprising cover sheet:

Office of the Secretary of State

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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 "PHOENIX DUFF & PHELPS CORPORATION", CHANGING ITS NAME FROM "PHOENIX DUFF & PHELPS CORPORATION" TO "PHOENIX INVESTMENT PARTNERS, LTD.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 1998, AT 4 O'CLOCK P.M.



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

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0141348

DATE: 12-15-99

TRADEMARK  
REEL: 002006 FRAME: 0616

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**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
PHOENIX DUFF & PHELPS CORPORATION**

Phoenix Duff & Phelps Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of the Corporation at a meeting duly called and held on February 5, 1998 adopted a resolution setting forth a proposed amendment of the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the stockholders of the Corporation for their approval at the 1998 annual meeting of stockholders. The effect of said amendment would be to cause Article First of the Certificate of Incorporation of the Corporation to be amended to read in its entirety as follows:

"First: The name of the corporation is Phoenix Investment Partners, Ltd. (hereinafter the "Corporation")."

**SECOND:** That thereafter the 1998 annual meeting of stockholders of the Corporation was duly called and held on May 7, 1998 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 statute were voted in favor of the amendment.

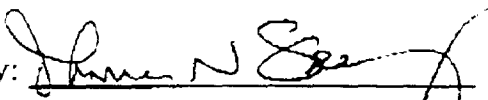
**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

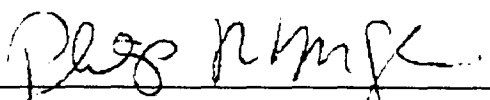
**FOURTH:** That said amendment shall become effective at 12:01 a.m. Eastern Time on May 11, 1998.

IN WITNESS WHEREOF, the Corporation has caused the Certificate of Amendment to be executed by its duly authorized officer, as of the 7th day of May, 1998.

ATTEST:

PHOENIX DUFF &amp; PHELPS CORPORATION

By:   
Thomas N. Steenburg  
Vice President & Counsel

By:   
Philip R. McLoughlin  
Chief Executive Officer