

06-29-2000



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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 Change of Name
 - Other _____
- Effective Date
Month Day Year
5 1 98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Piper Jaffray Companies Inc

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name U.S. Bancorp Piper Jaffray Companies Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 222 South Ninth Street

Address (line 2) _____

Address (line 3) Minneapolis Minnesota 55402
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 Delaware

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40.00 DP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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 Michael Gannon

Address (line 1) U.S. Bancorp

Address (line 2) MPPP 2801

Address (line 3) 601 South Sixth Street

Address (line 4) Minneapolis, MN 55402

Pages

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

3

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)

Registration Number(s)

2,216,373

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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:

50-1183

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

Name of Person Signing

[Signature]

Signature

5/27/2000

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".

Edward J. Freel, Secretary of State

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991054566

AUTHENTICATION: 9571554

DATE: 02-11-99

TRADEMARK
REEL: 002093 FRAME: 0530

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.

NY12532-237509

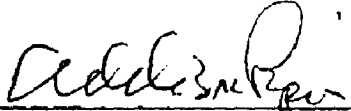
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 05/01/1998
981167816 - 0799035

TRADEMARK
REEL: 002093 FRAME: 0531

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