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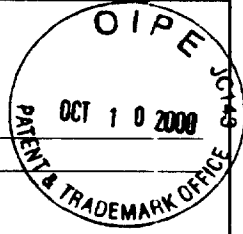
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101514385

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

<p>1. Name of conveying party(ies):</p> <p>Wheat First Securities, Inc. 901 East Byrd Street Richmond, VA 23219</p> <p><i>10-10-00</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State of Virginia <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Morgan Stanley Dean Witter & Co.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>1585 Broadway</u></p> <p>City <u>New York</u> State <u>NY</u> ZIP <u>10036</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State of <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	



<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p>	<p>B. Trademark registration No.(s) <u>1,803,408</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036 Attn.: <u>Constance Golden, Esq.</u></p> <p>File No.: <u>6925-002-999</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u></p> <p>Please charge to the deposit account listed in Section 8.</p> <p>8. Deposit account number: <u>16-1150</u></p>
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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.

<u>Constance Golden, Esq.</u> Name of Person Signing	 Reg. No.	 Signature	<u>10-10-00</u> Date
Total number of pages comprising cover sheet:			<u>2</u>

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

EXHIBIT A

ASSIGNMENT

THIS DEED is made and entered into as of July 15, 1998.

WHEREAS, Wheat First Securities, Inc., a corporation organized and existing under the laws of the State of Virginia, having an office at 901 East Byrd Street, Richmond, Virginia 23219, is the owner of the trademark **YOUR COMPETITIVE EDGE** and Registration No. 1,803,408, **YOUR COMPETITIVE EDGE** in Class 36 for "brokerage clearance, execution, and related services, namely, cash management, financial planning, investment research, investment consulting, and securities communications; namely, apprising customers of the status of their investments, such services provided to introducing firms on a fully-disclosed or an omnibus basis" in the United States Patent and Trademark Office, together with the goodwill of the business connected with and symbolized by said trademark; and


WHEREAS, Morgan Stanley Dean Witter & Co., a corporation organized and existing under the laws of Delaware, having an office at 1585 Broadway, 38th Floor, New York, New York 10036, is desirous of acquiring said trademark and registration thereof, together with the goodwill of the business connected with and symbolized by said trademark;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor, Wheat First Securities, Inc., does hereby sell and assign unto the Assignee, Morgan Stanley Dean Witter & Co., all right, title and interest in and to said trademark and registration thereof as set forth above, together with the goodwill of the business connected with and symbolized by said trademark and together with all the rights for recovery, damages and profits for past infringements, if any.

IN WITNESS WHEREOF, the Assignor, Wheat First Securities, Inc. has caused this instrument to be executed by its duly authorized corporate officer and its corporate seal to be hereunto affixed this 27th day of July, 1998.

[CORPORATE SEAL]

WHEAT FIRST SECURITIES, INC.

By: 
Name: DAVID L WILLIAMS
Title: MANAGING DIRECTOR

ATTEST:

