

04-27-2001

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101691844

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

DEAN WITTER REYNOLDS INC.

- 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: 04-02-2001

2. Name and address of receiving party(ies)

Name: MORGAN STANLEY DW INC.

Internal Address:

Street Address: 2 WORLD TRADE CENTER

City: NEW YORK State: NY ZIP: 10048

- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,504,278 1,505,159 2,172,547

Additional numbers attached? Yes No

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

Name: THOMAS D. ROSENWEIN

Internal Address: PETERSON & ROSS

SUITE 7300

Street Address: 200 EAST RANDOLPH DRIVE

City: CHICAGO State: IL ZIP: 60601

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41).....\$ 565.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

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.

THOMAS D. ROSENWEIN

Name of Person Signing

Signature

April 11, 2001

Date

Total number of pages including cover sheet, attachments, and documents: 4

Mall documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

04/25/2001 6TON11 00000253 1504278

01 FE:481

40.00 OP
525.00 OP

TRADEMARK
REEL: 002282 FRAME: 0886

TRADEMARK REGISTRATION NOS. (CONTINUED)

2,322,252	1,886,292
1,425,933	2,321,168
1,906,766	2,077,740
1,547,296	2,332,685
1,217,816	888,468
1,217,817	2,360,449
1,355,767	1,171,176
959,566	2,062,391
920,369	2,378,715
2,394,533	

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Dean Witter Reynolds Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "GCL"), certifies as follows:

FIRST: Article 1 of the Certificate of Incorporation of said corporation is amended by deleting Article 1 and inserting the following provision in lieu thereof:

"1. The name of the corporation (hereafter referred to as the
"Corporation") is:

Morgan Stanley DW Inc."

SECOND: The sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the GCL.

THIRD: The aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the GCL.

FOURTH: This Certificate of Amendment, and the amendment provided for herein, shall not become effective until, and shall become affective at, 12:05 a.m. E.D.T. on April 2, 2001.

IN WITNESS WHEREOF, Dean Witter Reynolds Inc. has caused this certificate to be executed by Michael H. Stone, its Secretary, this 28th day of March, 2001

By: 

Michael H. Stone
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 03/28/2001
010152781 - 0676221

TRADEMARK
REEL: 002282 FRAME: 0888

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "DEAN WITTER REYNOLDS INC.", CHANGING ITS NAME FROM "DEAN WITTER REYNOLDS INC." TO "MORGAN STANLEY DW INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2001, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SECOND DAY OF APRIL, A.D. 2001, AT 12:05 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1052659

DATE: 03-29-01

0676221 8100

010152781

RECORDED: 04/11/2001

TRADEMARK
REEL: 002282 FRAME: 0889