

03-06-2002

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

5-6 02

1. Name of conveying party(ies):

Legg Mason, Inc.

- Individual(s)
- General Partnership
- Corporation-State Maryland
- 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: November 1, 2001

2. Name and address of receiving party(ies)

Name: Legg Mason Wood Walker,
Incorporated

Address: _____

Street Address: 100 Light Street

City: Baltimore State: MD Zip: 21202

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Maryland
- 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) _____
76/037775

B. Trademark Registration No.(s) _____
2325453

Additional number(s) attached Yes No

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

Name: Jennifer Johnson Cameron

Internal Address: Piper Marbury Rudnick & Wolfe LLP

Street Address: 6225 Smith Avenue

City: Baltimore State: MD Zip: 21209

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Jennifer Johnson Cameron
Name of Person Signing

Jennifer Johnson Cameron
Signature

3.5.02
Date

3

Total number of pages including cover sheet, attachments, and document:

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

03/07/2002 6TON11

00000002 76037775

01 FC:481
02 FC:482

40.00 OP
25.00 OP

TRADEMARK
REEL: 002453 FRAME: 0357

LEGG MASON WOOD WALKER, INCORPORATED


UNANIMOUS CONSENT OF DIRECTORS

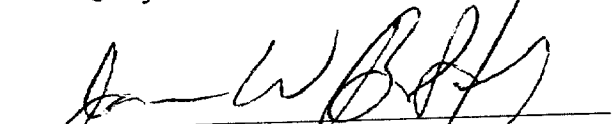
November 1, 2001


Pursuant to the provisions of Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, being all of the directors of Legg Mason Wood Walker, Incorporated, a Maryland corporation (the "Corporation"), consent to the adoption of the following resolution in lieu of a meeting of the Board of Directors of the Corporation:

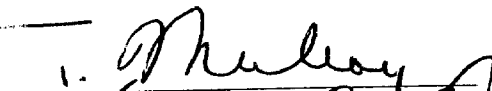
RESOLVED, that the Corporation hereby acknowledges receipt of a capital contribution consisting of an assignment of the trademarks, service marks and trade names listed on Exhibit A hereto from its sole stockholder, Legg Mason, Inc., on November 1, 2001, such contribution shall be added to and accounted for as additional paid-in capital of the Corporation.

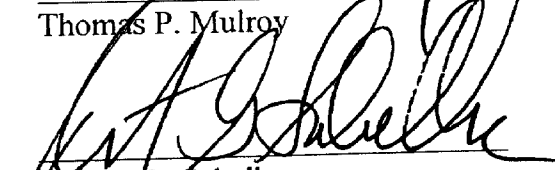
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent of Directors as of the date first above written.


Raymond A. Mason


James W. Brinkley


Timothy C. Scheve


Thomas P. Mulroy


Robert G. Sabelhaus

Trademarks, Service Marks and Trade Names

- 1 LM Financial Partners
- 2 LM Financial Partners and Design
- 3 “LM” (Stylized) Watermark
- 4 “Legg Mason” (Stylized) in navy blue box
- 5 Legg Mason Advantage Managers
- 6 Legg Mason Direct
- 7 Legg Mason directAdvantage
- 8 Legg Mason Investors Plus
- 9 Legg Mason Select Balanced
- 10 Legg Mason Select Growth and Income
- 11 Legg Mason Select Value
- 12 Legg Mason Strategic Allocator
- 13 Legg Mason taxAdvantage