

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Travelers Property Casualty Corp.

- Individual(s)
- General Partnership
- Corporation-State
- 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: 02/01/2002

2. Name and address of receiving party(ies)

Name: Travelers Insurance Group Holdings Inc.

Internal

Address: _____

Street Address: One Tower Square, 8MS

City: Hartford State: CT Zip: 06183

- 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) 76258987

B. Trademark Registration No.(s) 2615646

2615652

Additional number(s) attached Yes No

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

Name: Diane Duhaime, Esq.

Internal Address: Suite 2006

Street Address: 406 Farmington Avenue

City: Farmington State: CT Zip: 06032

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:

502252

DO NOT USE THIS SPACE

9. Signature.

Diane Duhaime
Name of Person Signing


Signature

9-23-02
Date

Total number of pages including cover sheet, attachments, and document: 3

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

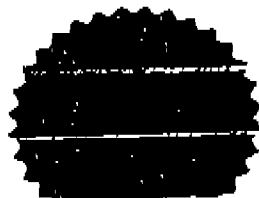
Delaware

PAGE 1

The First State

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 "TRAVELERS PROPERTY CASUALTY CORP.", CHANGING ITS NAME FROM "TRAVELERS PROPERTY CASUALTY CORP." TO "TRAVELERS INSURANCE GROUP HOLDINGS INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2002, AT 3 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

TRADEMARK

REEL: 002550 FRAME: 0086

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 02/01/2002
020068430 - 2578359

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
TRAVELERS PROPERTY CASUALTY CORP.**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Travelers Property Casualty Corp., a Delaware corporation (the "Corporation"), does hereby certify as follows:

FIRST: Article FIRST of the Corporation's Restated Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

"FIRST: The name of the Corporation is: Travelers Insurance Group Holdings Inc. (hereinafter the "Corporation")."

SECOND: The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed in its corporate name this 1st day of February, 2002.

TRAVELERS PROPERTY CASUALTY CORP.

By: Paul H. Eddy
Name: Paul H. Eddy
Title: Assistant Secretary

Dated: February 1, 2002