

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)
 RECORDATION FORM COVER SHEET TRADEMARKS ONLY
 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):
Morgan Stanley Dean Witter & Co.
 Individual(s) Association
 General Partnership Limited Partnership
 Other
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Morgan Stanley
 Internal Address:
 Street Address: 1585 Broadway
 City: New York State: NY Zip: 10036
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
 Execution Date: June 18, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE
 Additional number(s) attached: Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Baila H. Celedonia
 Internal Address:
Cowan, Liebowitz & Latman, P.C.
 Street Address: 1133 Avenue of the Americas
 City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 103
 7. Total fee (37 CFR 3.41).....\$2,565.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
03-3415
 (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.
Baila H. Celedonia *Baila H. Celedonia* November 12, 2002
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 13

CERTIFICATE OF FACSIMILE TRANSMISSION
The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above.

Francine Mantovani
Name: Francine Mantovani
Date: November 12, 2002

<i>Country:</i> United States							
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>	
CHINA EDGE	16, 41	76/252864	5/7/01			FILED	
BETRS	9	76/263107	5/25/01			FILED	
SPARQS	36	76/263113	5/25/01			FILED	
TECHNICAL PROPHETS	16	76/264809	5/31/01			FILED	
IQ	36	76/274228	6/19/01			FILED	
MACROSCOPE	36	76/200053	1/26/01			FILED	
SECTORSCOPE	36	76/200051	1/26/01			FILED	
TELECAP	36	76/200049	1/26/01			FILED	
ALPHAMATRIX	36	76/274200	6/20/01			FILED	
PERCS	36	75/912408	2/8/00			FILED	
CABLES	36	75/884397	12/29/99			FILED	
LANS	36	76/125181	9/8/00			FILED	
CONVERT PERQS	36	76/142133	10/6/00			FILED	
FASSTEST	36	76/185417	12/21/00			FILED	
COINS	36	75/866151	12/7/99			FILED	
GOOD CENTS	9	76/145479	10/12/00			FILED	
MACROSCOPE	16	75/941357	3/10/00			FILED	
MORGAN STANLEY RESEARCH LINK	36	76/152521	10/24/00			FILED	
OPALS AND DESIGN	36	76/148280	10/17/00			FILED	
MORGAN STANLEY BASKET LINK	36	76/152515	10/24/00			FILED	
MORGAN STANLEY CLIENT LINK	36	76/152516	10/24/00			FILED	
MORGAN STANLEY COMET	36	76/152517	10/24/00			FILED	
MORGAN STANLEY REPO LINK	36	76/152519	10/24/00			FILED	

TRADEMARK**REEL: 2576 FRAME: 0121**

Country: United States							
Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status	
CALS	36	75/828081	10/22/99			FILED	
RIO	36	75/867218	12/9/99			FILED	
MORGAN STANLEY GLOBAL REACH	36	76/287282	7/18/01			FILED	
PLUS	36	76/298968	8/9/01			FILED	
MORGAN STANLEY AND DESIGN (BLACK, GRAY & BLUE)	9, 16, 35, 36	76/219713	3/5/01			FILED	
CARES	36	75/534572	8/11/98			FILED	
PARTNERLINK	36	76/020534	4/7/00			FILED	
GRAYSTONE WEALTH MANAGEMENT SERVICES	36	75/859984	11/30/99			FILED	
CORNS	36	76/205531	2/6/01			FILED	
CREAMS	36	76/205530	2/6/01			FILED	
ICOMET	36	76/225560	3/16/01			FILED	
MITES	36	75/392775	11/19/97			FILED	
MORGAN STANLEY AND DESIGN (NEW LOGO)	9, 16, 35, 36	76/219718	3/5/01			FILED	
ONE CLIENT AT A TIME	35, 36	76/350508	12/19/01			FILED	
AQUEDUCT	36	76/351558	12/21/01			FILED	
VWAPOLATOR	36	76/351557	12/21/01			FILED	
STYLE TRIPTYCH	36	76/351563	12/21/01			FILED	
STYLE Value Core Growth CAPITALISATION Small Medium Large GEOGRAPHICAL EXPOSURE Global Region Country AND TRIANGLE DESIGN	36	76/351562	12/21/01			FILED	
MATURITY RISK Low Medium High CREDIT RATING RISK Low Medium High ISSUANCE CURRENCY RISK Low Medium High AND TRIANGLE DESIGN	36	76/351560	12/21/01			FILED	

Country: United States						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
SOFT TALK	36	76/383560	3/18/02			FILED
TOTAL FUNDS MANAGEMENT	36	76/399727	4/24/02			FILED
RAMPS	36	76/409033	5/16/02			FILED
POWERVU	9	76/411351	5/21/02			FILED
PERKS	36	76/452456	9/25/02			FILED
MORGAN STANLEY DEAN WITTER	36	75/327546	7/21/97	2522916	12/25/01	REGISTERED
CPS	36	75/535175	8/13/98	2601438	7/30/02	REGISTERED
WORLD GLOBE DESIGN	36			1908795	8/1/95	REGISTERED
SIMSCI	36	75/495735	6/3/98	2550321	3/19/02	REGISTERED
COMPETITIVE EDGE	36, 42	76/149278	10/18/00	2611786	8/27/02	REGISTERED
THE COMPETITIVE EDGE	16, 36	76/149277	10/18/00	2575573	6/4/02	REGISTERED
SECTORSCOPE	16	75/941359	3/10/00	2538609	2/12/02	REGISTERED
APPLES TO APPLES	36	76/200055	1/26/01	2548490	3/12/02	REGISTERED
TOTAL FUNDS MANAGEMENT	36			1941860	12/12/95	REGISTERED
MOX	36	75/822097	10/13/99	2556805	4/2/02	REGISTERED
MORGAN STANLEY CAPITAL INTERNATIONAL	16, 36	76/128618	9/15/00	2614139	9/3/02	REGISTERED
APPLES TO APPLES	16	76/125180	9/8/00	2558263	4/9/02	REGISTERED
RULERS OF RUST	16	75/862816	12/2/99	2557774	4/9/02	REGISTERED
BOXES	36	76/018358	4/4/00	2610358	8/20/02	REGISTERED
EXLS	36	76/090876	6/17/00	2548421	3/12/02	REGISTERED
PB EXECUTION	36	76/181056	12/14/00	2562541	4/16/02	REGISTERED
PRIVATE LINK	36			2458706	6/5/01	REGISTERED
MORGAN STANLEY	36	74/178759	6/24/91	1707196	8/11/92	REGISTERED

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<i>Country:</i> United States						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
MORGAN STANLEY DEAN WITTER BASKET LINK	36	75/534591	8/11/98	2547669	3/12/02	REGISTERED
PRINCES GATE	36			1757730	3/9/93	REGISTERED
MORGAN STANLEY & CO. INCORPORATED	36			1703693	7/28/92	REGISTERED
MORGAN STANLEY REALTY	36			1712183	9/1/92	REGISTERED
TFM	36			1883932	3/14/95	REGISTERED
PERQS	36			1950296	1/23/96	REGISTERED
TAPSVIEW	9			2137671	2/17/98	REGISTERED
WEBS	36			2141278	3/3/98	REGISTERED
1-800-4MS-CASH	36			2084728	7/29/97	REGISTERED
MORGAN STANLEY FUNDS TRANSFER	36			2178887	8/4/98	REGISTERED
WEBS (OVAL AND GLOBE DESIGN)	36			2145215	3/17/98	REGISTERED
EQUITY PLUS	36			1252435	7/27/83	REGISTERED
PYRAMID AND ARROW DESIGN	36			2248165	5/25/99	REGISTERED
PEEQS	36			2177272	7/28/98	REGISTERED
GEMS	36			2361080	6/27/00	REGISTERED
MATES	36			2249057	6/1/99	REGISTERED
XLI 1997 LARGE LOAN AND DESIGN	36			2218704	1/19/99	REGISTERED
QUIBS	36			2296769	11/30/99	REGISTERED
REPS	36			2320178	2/22/00	REGISTERED
MSDW	36			2451420	5/15/01	REGISTERED
AIR TRUST	36			2349464	5/16/00	REGISTERED
FRANS	36			2443088	4/10/01	REGISTERED

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REEL: 2576 FRAME: 0124

<i>Country:</i> United States							
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>	
MORGAN STANLEY DEAN WITTER RISK LINK	36			2455829	5/29/01	REGISTERED	
MODERNS	36			2276054	9/7/99	REGISTERED	
X-REPS	36			2318266	2/15/00	REGISTERED	
MORGAN STANLEY DEAN WITTER COMET	36			2453917	5/22/01	REGISTERED	
TRADEXL	36			2447072	4/24/01	REGISTERED	
WORLD GLOBE DESIGN (COMPOSITE)	36			2298759	12/7/99	REGISTERED	
MORGAN STANLEY DEAN WITTER CLIENT LINK	36	75/534522	8/11/98	2505740	11/13/01	REGISTERED	
OPALS	36	74/298509	7/27/92	1798890	10/12/93	REGISTERED	
MORGAN STANLEY DEAN WITTER RESEARCH LINK	36	75/722787	6/7/99	2462536	6/19/01	REGISTERED	
WORLD EQUITY BENCHMARK SHARES	36	75/007310	10/18/95	2466726	7/3/01	REGISTERED	
X-TRAS	36	75/377154	10/21/97	2567683	5/7/02	REGISTERED	
YIELDSCOPE	16	76/188997	1/3/01	2575715	6/4/02	REGISTERED	
PARRS	36	75/534555	8/11/98	2476166	8/7/01	REGISTERED	
MORGAN STANLEY DEAN WITTER PRIVATE LINK	36	75/534523	8/11/98	2567764	5/7/02	REGISTERED	
GRAYSTONE	36	75/859983	11/30/99	2514051	12/4/01	REGISTERED	

Delaware

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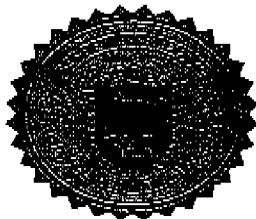
The First State

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 OWNERSHIP, WHICH MERGES:

"MORGAN STANLEY NC INC.", A DELAWARE CORPORATION,

WITH AND INTO "MORGAN STANLEY DEAN WITTER & CO." UNDER THE NAME OF "MORGAN STANLEY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JUNE, A.D. 2002, AT 2:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTIETH DAY OF JUNE, A.D. 2002, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2018076

DATE: 10-03-02

TRADEMARK

REEL: 2576 FRAME: 0126

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020615483

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:15 PM 06/18/2002
020387326 - 0923632

(MON) 6.17.02 12:28/ST.

FROM RICHARDS, LAYTON & FINGER#8

**CERTIFICATE OF OWNERSHIP AND MERGER
MORGING
MORGAN STANLEY NC INC.
INTO
MORGAN STANLEY DEAN WITTER & CO.**

Morgan Stanley Dean Witter & Co., a corporation incorporated under the laws of the State of Delaware (the "Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware, does hereby certify that it owns all the capital stock of Morgan Stanley NC Inc., a corporation incorporated under the laws of the State of Delaware ("NC"), and that the Corporation, by resolutions of its board of directors duly adopted on June 18, 2002, determined to merge NC into itself, which resolutions provide in relevant part as follows:

WHEREAS, the Corporation owns all the outstanding stock of Morgan Stanley NC Inc., a corporation organized and existing under the laws of the State of Delaware ("NC"), and desires to merge NC into itself and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

NOW, THEREFORE, BE IT RESOLVED, effective at the time specified in the Certificate of Ownership and Merger filed in respect thereof (the "Effective Time"), that the Corporation merge NC into itself and assume all NC's liabilities and obligations; and

FURTHER RESOLVED, that it is intended that the merger of NC into the Corporation qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and that these resolutions constitute a plan of reorganization within the meaning of Section 368; and

FURTHER RESOLVED, that, at any time prior to the Effective Time, the merger may be amended, modified, terminated or abandoned by action of the Corporation's Board of Directors; and

FURTHER RESOLVED, that, at the Effective Time, Article I of the Corporation's Amended and Restated Certificate of Incorporation be amended to read in its entirety as follows:

**Article I
Name**

The name of the Corporation (which is hereafter referred to as the "Corporation") is Morgan Stanley.

FURTHER RESOLVED, that each officer of the Corporation is authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of this

RICHARDS, LAYTON & FINGER#8

(MON) 6.17.02 12:28/ST. 12:27/NO. 4864334781 P 4

resolution, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that in connection with changing the Corporation's name, each officer of the Corporation is authorized, in the name and on behalf of the Corporation, to enter into any agreements with the office of the Secretary of State of the State of Delaware, and to make and execute such additional certificates and to file the same in the office of the Secretary of State of the State of Delaware, in each case as may, in his or her judgment, be required or advisable; and

FURTHER RESOLVED, that in order for the Corporation to comply with all applicable regulations and requirements of federal, state, local and foreign governmental agencies and exchanges, each officer of the Corporation is authorized, in the name and on behalf of the Corporation, to prepare, execute and file or cause to be filed all reports, statements, documents, undertakings, commitments and information with any exchange or governmental agency or agencies as may, in his or her judgment, be required or advisable in connection with the merger or the Corporation's name change; and

FURTHER RESOLVED, that, after the Certificate of Ownership and Merger shall have become effective, each officer of the Corporation is hereby authorized, in the name and on behalf of the Corporation, to apply to, and to take such steps and to execute such documents as may be necessary or desirable to, change the name in which the Corporation is qualified to do business, in such jurisdictions as it is qualified, to reflect the change in the Corporation's name; and

FURTHER RESOLVED, that, after the Certificate of Ownership and Merger shall have become effective, each officer of the Corporation is hereby authorized, in the name and on behalf of the Corporation, to apply to, and to take such steps and to execute such documents as may be necessary or desirable to, use any alternate name, fictitious name, assumed name or other name in such jurisdictions as the Corporation is qualified, if such officer determines it is necessary or desirable for the Corporation to use an alternate name, fictitious name, assumed name or other name; and

FURTHER RESOLVED, that, after the Certificate of Ownership and Merger shall have become effective, the Bylaws of the Corporation shall be and hereby are amended by deleting the name "Morgan Stanley Dean Witter & Co." from the Heading and substituting therefor the name "Morgan Stanley"; and

FURTHER RESOLVED, that, after the Certificate of Ownership and Merger shall have become effective, each officer of the Corporation is hereby authorized, in the name and on behalf of the Corporation, to prepare, execute and file a listing application or supplemental listing application, and such other documents, and to take such steps, as may be necessary or desirable, with the New York Stock Exchange and if such officers determine it required or advisable, any other exchanges on which the Corporation has listed securities, to reflect the change in the Corporation's name; and

HARDS, LAYTON & FINGER#8

(MON) 6.17'02 12:29/ST. 12:27/NO. 4864334781 P 5


FURTHER RESOLVED, that all actions to be taken or heretofore taken by any officer or agent of the Corporation in connection with any matter referred to or contemplated by any of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects; and

FURTHER RESOLVED, that each officer of the Corporation is authorized to do all acts and things and to sign, seal, execute, acknowledge, file, deliver and record all papers, instruments, agreements, documents and certificates, and to pay all charges, fees, taxes and other expenses, from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law, or otherwise, and to certify as having been adopted by this Board of Directors any form of resolution required by any law, regulation or agency, in order to effectuate the purpose of the foregoing resolutions or any of them or to carry out the transactions contemplated hereby.

This Certificate of Ownership and Merger, and the merger provided for herein, shall not become effective until, and shall become effective at, 12:01 a.m. on June 20, 2002.

IN WITNESS WHEREOF, Morgan Stanley Dean Witter & Co. has caused this certificate to be signed by its authorized officer, the 18th day of June, 2002.

MORGAN STANLEY DEAN WITTER & CO.

By: 
 William J. O'Shaughnessy, Jr.
 Assistant Secretary

HARDS, LAYTON & FINGER#8

(MON) 6.17'02 12:29/ST. 12:27/NO. 4864334781 P 6

**CERTIFICATE
OF
MORGAN STANLEY DEAN WITTER & CO.**

(PURSUANT TO 8 DEL.C. §102(a)(1))

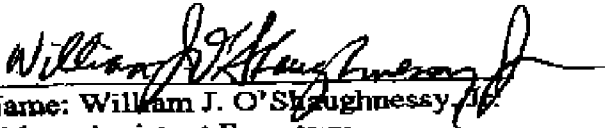
Morgan Stanley Dean Witter & Co., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

I. The Corporation is filing herewith a Certificate of Ownership and Merger to change the name of the Corporation to Morgan Stanley.

II. The total assets of the Corporation, as defined in subsection (i) of §503 of the General Corporation Law of the State of Delaware, are not less than \$10,000,000.

IN WITNESS WHEREOF, Morgan Stanley Dean Witter & Co. has caused this Certificate to be executed by its authorized officer, on this 18th day of June, 2002.

MORGAN STANLEY DEAN WITTER & CO.


Name: William J. O'Shaughnessy, Jr.
Title: Assistant Secretary