

U.S. Department of Commerce
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): Morgan Stanley DW Inc. 1585 Broadway New York, New York 10036</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <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) Name: Morgan Stanley</p> <p>Address: 1585 Broadway New York, New York 10036</p>
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<p>3. Nature of conveyance: <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: January 13, 2004</p>	<p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <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 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) B. Trademark Registration No.(s)</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Baila H. Celedonia, Esq. Cowan, Liebowitz & Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799</p>	<p>6. Total number of applications and registrations involved: 17</p>
	<p>7. Total fee (37 CFR 3.41)..... \$ 440.00 <input type="checkbox"/> Enclosed <input type="checkbox"/> Any deficiency is authorized to be charged to <input checked="" type="checkbox"/> Deposit Account No. 03-3415.</p> <p>8. Deposit Account No. 03-3415 (Attach duplicate copy of this page if paying by deposit account)</p>

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* January 27, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail to: Commissioner of Patents & Trademarks, Box Assignment, Washington, DC 20231

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ANNEX A

<u>MARK</u>	<u>CLASS</u>	<u>COUNTRY</u>	<u>REG. NO.</u>
DEAN WITTER	36	United States	1425933
DEAN WITTER IN FOCUS	16	United States	1547296
M-CAMP	36	United States	2077740
INTERNATIONAL ACTIVE ASSETS ACCOUNT	36	United States	2394533
ACTIVE ASSETS ACCOUNT	36	United States	1505159
WE MEASURE SUCCESS ONE INVESTOR AT A TIME	36	United States	2378715
MUNI RAES	36	United States	2332685
YOU ARE NOT ALONE	36	United States	2224298
ACTIVE ASSETS	36	United States	1504278
CLIENTSERV	36	United States	2322252
Dollar Sign and Plus Logo	36	United States	1355767
RETIREEASE	36	United States	2360449
Overlapping Diamonds Design	36	United States	0888468
DW Logo	36	United States	2321168
IRA-2000	36	United States	1886292
TRADERUNNER	36	United States	2445847
AN INVESTMENT CLASSIC	36	United States	2172547

ASSIGNMENT OF MARKS

WHEREAS, MORGAN STANLEY DW INC., a Delaware corporation ("Assignor") with its principal place of business at 1585 Broadway, New York, New York 10036 has adopted, used, is using and is the owner of certain trademarks, service marks and trade names, and registrations therefor, identified and listed on Annex A hereto (collectively, the "Scheduled Marks"); and

WHEREAS, MORGAN STANLEY, a Delaware corporation ("Assignee") with its principal place of business at 1585 Broadway, New York, New York 10036 desires to acquire said Scheduled Marks;

NOW, THEREFORE, for ONE DOLLAR (US\$1) and other good and valuable consideration, the receipt, sufficiency, and adequacy of which are hereby acknowledged, Assignor does hereby assign to Assignee, its successors and assigns, absolutely and forever, all of its right, title and interest, whether statutory or at common law, in and to the Scheduled Marks, and such other trademarks, service marks, trade names and trade dress as may be owned by Assignor and used in connection with the Scheduled Marks, and all registrations and pending applications therefor, in all countries throughout the world (collectively, "All Marks"), together with the goodwill of the business symbolized by them and together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute such further papers and do such other acts as may be necessary and proper to vest full title in and to All Marks in the Assignee or which may be necessary to obtain, renew, issue or enforce All Marks.

IN WITNESS WHEREOF, MORGAN STANLEY DW INC. has caused this Assignment to be executed and delivered as of this 13th day of January, 2004.

MORGAN STANLEY DW INC.

By: Ronald Corman

Name: Ronald Corman

Title: Managing Director, Associate General Counsel and Assistant Secretary

IN WITNESS WHEREOF, MORGAN STANLEY accepts this Assignment executed and delivered as of this 13th day of January, 2004.

MORGAN STANLEY

By: Ronald Corman

Name: Ronald Corman

Title: Vice President + Counsel and Assistant Counsel