

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Share Certificate		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Threadneedle Asset Management Holdings Limited		10/04/2003	CORPORATION: UNITED KINGDOM
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	American Express Financial Corporation		
<b>Street Address:</b>	200 Ameriprise Financial Center		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10285-4900		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3047834	THREADNEEDLE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(602)382-6070		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	hsobelman@swlaw.com		
<b>Correspondent Name:</b>	Howard Sobelman, Snell & Wilmer L.L.P.		
<b>Address Line 1:</b>	One Arizona Center, 400 E. Van Buren		
<b>Address Line 4:</b>	Phoenix, ARIZONA 85004-2202		
<b>ATTORNEY DOCKET NUMBER:</b>	59335.4200		
<b>NAME OF SUBMITTER:</b>	Howard Sobelman		
<b>Signature:</b>	/Howard Sobelman/		
<b>Date:</b>	05/01/2006		

CH \$40.00 3047834

**Total Attachments: 6**

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# SLAUGHTER AND MAY

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London EC1Y 8YY  
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Confidential - To be opened by addressee only

6 November 2003

Ms Nikol Davies  
American Express Financial Corporation  
50582 AXP Financial Center  
Minneapolis  
MN 55474  
United States of America

Your reference

Our reference  
PMO/JMCE/MDDG  
Direct line  
++44 20 7090 3663

Dear Ms Davies,

## Threadneedle Asset Management Holdings Limited Share Certificate

Please find enclosed:

1. Share Certificate evidencing the holding of 284,730,911 shares in Threadneedle Asset Management Holdings Limited by American Express Financial Corporation dated 27 October 2003,
2. Copies of the entries of the past and current members in the Register of Members; and
3. A copy of a letter from Alan Kaye, Threadneedle's Company Secretary, dated 4 November 2003.

I would be grateful if you could acknowledge receipt of the above by email.

Kind regards,

Yours sincerely,



Mima Garland  
mima.garland@slaughterandmay.com

TN Clark  
RDB Cooper  
HM Nowlan  
PT Jennings  
R Slater  
P/L Kett  
TA Kinnersley  
DJ Beales  
JEF Ruzhworth  
MGC Nicholson  
SM Edge  
NPG Boardman  
IW Goldie  
M Hughes  
CW James

EA Codrington  
RMG Goulding  
ARF Hall  
AJR Newhouse  
GES Seligman  
PFJ Bennett  
St JA Flaherty  
RM Fox  
DT Frank  
CFI Saul  
CJ Saunders  
RJ Thornhill  
GJ Ains  
RNS Grandison  
CR Smith

CP White  
NJ Archer  
AG Balfour  
CM Horton  
EA Barrett  
PP Chappatte  
R/N Cripps  
P Jolliffe  
CD Randell  
WSM Robinson  
RV Carson  
SL Edwards  
JM Featherby  
F Murphy  
PM Olney

PH Stacy  
CWY Underhill  
OA Warham  
RJ Clark  
SJ Cooke  
PLR Deckers  
DL Finkler  
CW Harvey-Kelly  
A-A Maggior  
SJ Phillips  
JD Rice  
MA Whelton  
MD Bennett  
RD de Carle  
SP Hall

WJ Sibree  
RC Stern  
JR Triggs  
EGL Wyde  
A Beare  
JD Boyce  
MEM Hattrell  
KJ Hodgson  
N von Bismarck  
LM Carstensen  
NJ Swycher  
PWH Brien  
JM Fenn  
AN Hyman  
AC Johnson

EF Keeble  
KR Davis  
SR Galbraith  
NDF Gray  
A Beare  
SRB Powell  
AG Ryde  
JAD Marks  
SD Warno-kula-surya  
DA Wittmann  
TS Boxell  
SJ Luder  
AJ McClean  
JC Twentyman  
GN Eaborn

CG Earles  
HK Griffiths  
STM Lee  
P-P Bruneau  
AC Cleaver  
EJD Holden  
KM Hughes  
G Iversen  
DR Johnson  
RE Levitt  
S Middlemiss  
RA Swallow  
DCR Waterfield  
DJ Bicknell  
CS Cameron

CA Connolly  
PJ Cronin  
BJ-PF Louveaux  
MS Rowe  
MST Leung  
R Doughty  
E Michael  
RR Ogle  
DR Johnson  
PC Snell  
HL Davies  
JC Putnis  
RA Summoy

All the partners in the firm are solicitors except A-A Maggior and P-P Bruneau who are Avocats à la Cour d'Appel de Paris.

Regulated by the Law Society

Document number  
CE033100042

TRADEMARK  
REEL: 003300 FRAME: 0023



Number 10 284,730,911 Shares

# THREADNEEDLE ASSET MANAGEMENT HOLDINGS LIMITED

Incorporated in ENGLAND

This is to Certify that AMERICAN EXPRESS FINANCIAL CORPORATION


of 200 AXP FINANCIAL CENTER, MINNEAPOLIS, MN55474, USA.

is the Registered Proprietor of two hundred and eighty-four million seven hundred and thirty thousand nine hundred and eleven

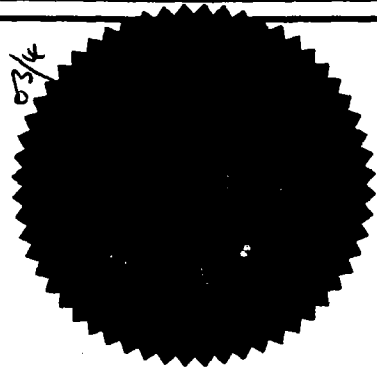
ORDINARY 100p

Shares of £1.000 each, in the above named Company.

Given under the Common Seal of the above Company, this 27th day of October 2003

 Directors

Secretary



# Register of Members and Share Ledger

## THREADNEEDLE ASSET MANAGEMENT HOLDINGS LIMITED

### Current Member

Member Name: AMERICAN EXPRESS FINANCIAL CORPORATION  
 Address: 200 AXP FINANCIAL CENTER, MINNEAPOLIS, MN55474, USA.  
 Date of Inc :  
 Incorporated : USA

Date of entry as a Member: 27-Oct-2003

Share Class Name: ORDINARY 100p

Nominal Value: £1.000

Date of Transaction	Allotment Number	Transfer Number	Share Certificate Number	Paid or Agreed to be considered as paid per share	Shares Acquired	Shares Transferred	Remaining Balance	Remarks
27-Oct-2003		12	10	£1.000	45,727,785		45,727,785	Transferred from ZFS (UKISA) Ltd
27-Oct-2003		13	10	£1.000	239,003,126		284,730,911	Transferred from Zurich Insurance Company
<b>Total Holding :</b>							<b>284,730,911</b>	

# Register of Members and Share Ledger

## THREADNEEDLE ASSET MANAGEMENT HOLDINGS LIMITED

### Past Member

Member Name: ZURICH FINANCIAL SERVICES (UKISA) LIMITED  
 Address: 22 ARLINGTON STREET, LONDON, SW1A 1RW, ENGLAND.  
 Date of Inc:   
 Incorporated: ENGLAND

Date of entry as a Member: 26-Nov-1999  
 Date of ceasing to be a Member: 27-Oct-2003

#### Share Class Name: INCOME ACCESS 1p

Nominal Value: £0.010

Date of Transaction	Allotment Number	Transfer Number	Share Certificate Number	Paid or Agreed to be considered as paid per share	Shares Acquired	Shares Transferred	Remaining Balance	Remarks
09-Mar-2000	1		1	£0.010	1,000,000		1,000,000	Share swap with ZSI Inc
12-Jun-2003		2		£0.010		1,000,000	0	Redeemed at par in terms of article 12(2).
Total Holding:							0	

#### Share Class Name: ORDINARY 100p

Nominal Value: £1.000

Date of Transaction	Allotment Number	Transfer Number	Share Certificate Number	Paid or Agreed to be considered as paid per share	Shares Acquired	Shares Transferred	Remaining Balance	Remarks
26-Nov-1999	4		2	£1.000	268,801,909		268,801,909	Allotted as consideration for transfer of business of TAM Ltd (no. 2755948)
19-Jul-2001		5	2	£1.000		268,801,909	0	exchanged for 1,656,818,000 ZSI Inc ord shares
04-Apr-2002		8	6	£1.000	45,727,785		45,727,785	from ZSI, Inc.
27-Oct-2003		12		£1.000		45,727,785	0	Transferred to AEFC
Total Holding:							0	

# Register of Members and Share Ledger

**THREADNEEDLE ASSET MANAGEMENT HOLDINGS LIMITED**

## Past Member

**Member Name: ZURICH INSURANCE COMPANY**

**Date of Inc :**

**Address: MYTHENQUAI 2,ZURICH,8022,SWITZERLAND.**

**Incorporated : SWITZERLAND**

**Date of entry as a Member: 04-Apr-2002**

**Date of ceasing to be a Member: 27-Oct-2003**

**Share Class Name: ORDINARY 100p**

**Nominal Value: £1.000**

Date of Transaction	Allotment Number	Transfer Number	Share Certificate Number	Paid or Agreed to be considered as paid per share	Shares Acquired	Shares Transferred	Remaining Balance	Remarks
04-Apr-2002		9	7	£1.000	13,524,718		13,524,718	from ZSI, Inc.
23-Jul-2002		11	9	£1.000	225,478,408		239,003,126	gift inter vivos
27-Oct-2003		13		£1.000		239,003,126	0	Transferred to AEFC
						<b>Total Holding :</b>	<b>0</b>	

4 November 2003

Ms M Garland  
Slaughter and May  
Solicitors  
One Bunhill Row  
London EC1Y 8YY

Threadneedle Asset Management Holdings Limited

60 St Mary Axe London EC3A 8JQ United Kingdom

Telephone +44 (0)20 7464 5000\*  
Direct Line +44 (0)20 7464 5000\*  
Direct Fax +44 (0)20 7464 5416  
\* Calls may be recorded

alan.kaye@threadneedle.co.uk  
www.threadneedle.co.uk

Your ref  
Our ref ak\letters\574garland.doc

Dear Ms Garland

Share Transfer and Certificate

We would confirm receipt of the two stamped stock transfer forms relating to the recent transfer of £1 ordinary shares in the capital of the Company from Zurich Financial Services (UKISA) Ltd and Zurich Insurance Company to American Express Financial Corporation. We would also confirm that American Express Financial Corporation was entered as a member of the Company on 27 October 2003 and enclose the relevant extract from the register of members. The address differs from both the ones on the transfer forms and is accordance with a written instruction we have received from the member, a copy of which is enclosed.

Carol Schwartz of American Express has agreed to us sending you the enclosed original of share certificate number 10 in favour of the transferee and representing its interest in the capital of the Company. Please acknowledge receipt.

Yours sincerely



Alan Kaye  
Company Secretary

An American Express Company

