

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
J. & W. Seligman & Co., Inc.		11/07/2008	CORPORATION:
RECEIVING PARTY DATA			
Name:	Ameriprise Financial, Inc.		
Street Address:	5226 Ameriprise Financial Center		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55474		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2780264	COLLEGEHORIZON ILLUSTRATOR	
Serial Number:	76362506	COLLEGEHORIZON MATRIX	
Registration Number:	2782649	COLLEGEHORIZONFUNDS	
Registration Number:	1242324	J&WS	
CORRESPONDENCE DATA			
Fax Number:	(612)671-4771		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(612) 678-0298		
Email:	jolene.a.neby@ampf.com		
Correspondent Name:	Michael J. Newman		
Address Line 1:	5226 Ameriprise Financial Center		
Address Line 4:	Minneapolis, MINNESOTA 55474		
NAME OF SUBMITTER:	Michael J. Newman		
Signature:	/Michael J. Newman/		

OP \$115.00 2780264

Date:

11/13/2008

Total Attachments: 8

source=Seligman Incorporation#page1.tif

source=Seligman Incorporation#page2.tif

source=Seligman Incorporation#page3.tif

source=Seligman Incorporation#page4.tif

source=Seligman Closing Letter#page1.tif

source=Seligman Closing Letter#page2.tif

source=Seligman Closing Letter#page3.tif

source=Seligman Closing Letter#page4.tif

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 RESTATED CERTIFICATE OF "J. & W. SELIGMAN & CO. INCORPORATED", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 2008, AT 6:52 O'CLOCK P.M.

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

0852996 8100

081102446

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6958233

DATE: 11-10-08

TRADEMARK

REEL: 003887 FRAME: 0059

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
J. & W. SELIGMAN & CO. INCORPORATED

* * * * *

J. & W. Seligman & Co. Incorporated (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

The present name of the corporation is J. & W. Seligman & Co. Incorporated. The Corporation was incorporated by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on April 20, 1978. The Corporation filed an Amended and Restated Certificate of Incorporation on December 28, 1990. The Corporation has filed nine amendments to its Amended and Restated Certificate of Incorporation, with the last amendment filed on June 23, 2008. This Amended and Restated Certificate of Incorporation of the Corporation, which both amends and restates the provisions of the Corporation's Certificate of Incorporation, was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware and by the written consent of its stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware. The Certificate of Incorporation of the Corporation is hereby amended, integrated and restated to read in its entirety as follows:

"FIRST. The name of the corporation is J. & W. Seligman & Co. Incorporated.

SECOND. The registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is 489,000, of which 244,500 shares shall be Class A Common Stock, par value \$.001 per share, and 244,500 shares shall be Class B Common Stock, par value \$.001 per share.

FIFTH. Unless and except to the extent that the by-laws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the by-laws of the corporation.

SEVENTH. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the

corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The corporation shall, to the fullest extent permitted by Section 145 of General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, indemnify persons whom it may indemnify pursuant thereto. Any amendment, modification or repeal of the foregoing sentences shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

EIGHTH. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article."

This Amended and Restated Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation and consented to in writing and authorized by the holders of all of the issued and outstanding stock entitled to vote thereon.

This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the corporation has caused this Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on this 7th day of November, 2008.

J. & W. SELIGMAN & CO. INCORPORATED

By: /s/ William F. Truscott
Name: William F. Truscott
Office: Chairman and President

J. & W. SELIGMAN & CO. INCORPORATED

November 7, 2008

Ameriprise Financial, Inc.
RiverSource Investments, LLC
251 Ameriprise Financial Center
Minneapolis, MN 55474

Ladies and Gentlemen:

Reference is made to the Stock Purchase Agreement, dated as of July 7, 2008 (as amended, the "Agreement"), by and among Ameriprise Financial, Inc. ("Parent"), RiverSource Investments, LLC ("Purchaser"), J. & W. Seligman & Co. Incorporated (the "Company") and each of the stockholders of the Company (the "Stockholders" and together with Parent, Purchaser and the Company, the "Parties"). Each capitalized term used and not defined herein shall have the meaning ascribed to it in the Agreement.

1. Notwithstanding anything in Section 2.2 of the Agreement to the contrary, the Parties hereby agree that the Closing shall be deemed to have occurred and become effective, all Closing documents shall be deemed to have been executed and delivered (unless another date or time of execution or delivery is specified therein), and all right, title and interest of the Company to be acquired by Purchaser under the Agreement shall be considered to have passed to Purchaser, at 12:01 a.m. on November 7, 2008.

2. [REDACTED]

3. [REDACTED]

4. Purchaser hereby acknowledges receipt of [REDACTED]

[REDACTED] which represent all of the outstanding shares of capital stock of the Company pursuant to Section 2.2(b) of the Agreement.


5. This letter agreement shall be deemed to be made in and in all respects shall be interpreted, construed and governed by and in accordance with the laws of the State of

New York applicable to contracts made and to be performed entirely within that state.

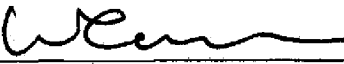
6. This letter agreement may be executed in any number of counterparts (including by facsimile), each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

[Remainder of page left blank.]

J. & W. SELIGMAN & CO. INCORPORATED

By: 
Name:
Title:

STOCKHOLDER REPRESENTATIVE


William C. Morris

Agreed to and accepted as of the date first written above:

AMERIPRISE FINANCIAL, INC.

By: _____
Name:
Title:

RIVERSOURCE INVESTMENTS, LLC

By: _____
Name:
Title:

Signature page to Closing effectiveness letter

J. & W. SELIGMAN & CO. INCORPORATED

By: _____
Name:
Title:

STOCKHOLDER REPRESENTATIVE

William C. Morris

Agreed to and accepted as of the date first written above:

AMERIPRISE FINANCIAL, INC.

By: William F. Truscott
Name: William F Truscott
Title: President - U.S. Asset Management
Annuities and Chief Investment Officer

RIVERSOURCE INVESTMENTS, LLC

By: William F. Truscott
Name: William F Truscott
Title: President, Chairman and
Chief Investment Officer