

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Citigroup Global Markets Inc.		02/16/2010	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Morgan Stanley Smith Barney Holdings LLC		
<b>Street Address:</b>	2000 Westchester Avenue		
<b>City:</b>	Purchase		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10577		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77593143	UNIVERSAL ASSET ALLOCATION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)575-0671		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2127909200		
<b>Email:</b>	Trademark@cll.com		
<b>Correspondent Name:</b>	Dorothy R. Whitney		
<b>Address Line 1:</b>	1133 Avenue of the Americas		
<b>Address Line 4:</b>	New York, NEW YORK 10036-6799		
<b>ATTORNEY DOCKET NUMBER:</b>	28551/000/DRW/NH		
<b>NAME OF SUBMITTER:</b>	Dorothy R. Whitney		
<b>Signature:</b>	/Dorothy R. Whitney/		
<b>Date:</b>	02/25/2010		

OP \$40.00 77593143

**Total Attachments: 4**

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## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT is made the 16th day of February, 2010, between Citigroup Global Markets Inc., a New York corporation, with its principal place of business at 388 Greenwich Street, New York, New York 10013 ("Assignor") and Morgan Stanley Smith Barney Holdings LLC, a Delaware limited liability company, with its principal place of business at 2000 Westchester Avenue, Purchase, New York 10577 ("Assignee").

Citigroup Inc. ("Citigroup"), the parent of Assignor, is a party to that certain Amended and Restated Contribution Agreement, dated as of May 31, 2009, with Morgan Stanley and Assignee (the "Contribution Agreement"), pursuant to which Citigroup and Morgan Stanley have contributed certain of their respective businesses to Assignee. Citigroup has further agreed to transfer on behalf of itself and its Subsidiaries (including Assignor), and Assignee has agreed to acquire, assume and accept from Citigroup and its Subsidiaries, on the terms and conditions set forth herein, certain intellectual property assets that should have been transferred to Assignee in connection with the Contribution Agreement.

NOW, THEREFORE, for good and valuable consideration set forth in the Contribution Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers unto 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 mark listed on Schedule A (the "Mark"), together with the goodwill of the business symbolized by said mark, 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 further papers and to do such other acts as may be necessary and proper to vest full title in and to the Mark in the Assignee.

This Trademark Assignment, which consists of this assignment page, two signature pages, and Schedule A, may be executed in two or more counterparts, each of which shall be considered an original, but all of which together shall constitute the same instrument.

IN WITNESS WHEREOF, Assignor and Assignee have entered into and signed this Trademark Assignment as of the date first above written.

CITIGROUP GLOBAL MARKETS INC.

By: *[Signature]*

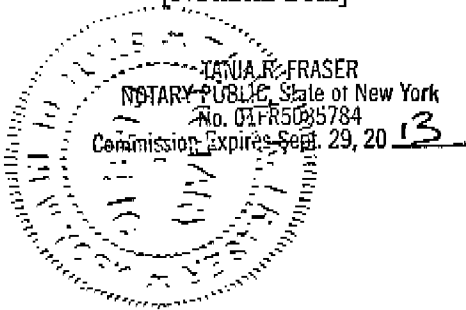
State of New York )  
 ) ss.:  
County of N.Y. )

On the 19 day of February, 2010, before me personally came RANDI A. HESSELEIN, to me known, who being by me duly sworn, did depose and say that he/she is Managing Director of CITIGROUP GLOBAL MARKETS INC., the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the Board of Directors.

[Notarial Seal]

*[Signature]*

Notary Public



MORGAN STANLEY SMITH BARNEY HOLDINGS LLC

By:

*[Handwritten Signature]*

State of New York )  
 ) ss.:  
County of Westchester

On the 24<sup>th</sup> day of February, 2010, before me personally came Jeffrey A. Seifried, to me known, who being by me duly sworn, did depose and say that he/she is CFO + VP of MORGAN STANLEY SMITH BARNEY HOLDINGS LLC, the limited liability company described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the managing members.

[Notarial Seal]

*Marie L. Van Duyne*  
Notary Public

MARIE L. VAN DUYNÉ  
Notary Public, State of New York  
No. 01VA4916101  
Qualified in Westchester County  
Commission Expires 04/19/2010

SCHEDULE A

<u>Mark</u>	<u>Serial No.</u>	<u>Jurisdiction</u>
UNIVERSAL ASSET ALLOCATION	77/593,143	USA