

06-28-2002

Patent and Trademark Office



To the Honorable Commissioner of Pat

attached original documents or copy thereof.

102138443

1. Name of Conveying party(ies):

Robert Fleming, Inc.

6-10-02

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation (Delaware)
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: J.P. Morgan Chase & Co.
 Street Address: 270 Park Avenue
 City: New York State: New York ZIP: 10017

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation (Delaware)
- Other

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: June 3, 2002

JUN 10

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,440,335 FLEMING ASSET MANAGEMENT

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence should be mailed:

Name: Collard & Roe, P.C.
 Internal Address: _____

Street Address: 1077 Northern Boulevard
 City: Roslyn State: NY ZIP: 11576

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 03-2468

06/28/2002 6TOM11 00000034 032468 2440335

DO NOT USE THIS SPACE

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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.

Stewart J. Bellus
 Name of Person Signing

Stewart J. Bellus
 Signature

June 3, 2002
 Date

Total number of pages comprising cover sheet: 3

TRADEMARK
REEL: 002533 FRAME: 0268

ASSIGNMENT

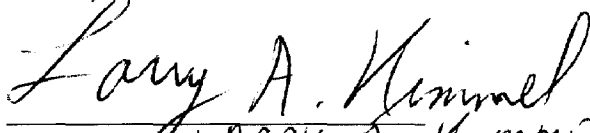
WHEREAS, ROBERT FLEMING, INC. (the "ASSIGNOR"), a corporation organized and existing under the laws of Delaware, and having a business address of 320 Park Avenue, New York, New York 10022, developed, owns and uses the service mark appearing in the attached schedule (the "MARK"), and owns the U.S. Registration for the MARK (the "REGISTRATION"); and

WHEREAS, J.P. MORGAN CHASE & CO. (the "ASSIGNEE"), a corporation organized and existing under the laws of Delaware, and having a business address 270 Park Avenue, New York, New York 10017, desires to acquire the MARK, the REGISTRATION and past common law causes of action thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all rights, title and interest in and to the MARK and the REGISTRATION, together with the goodwill of the business connected with the MARK and the REGISTRATION, and symbolized by the MARK and the REGISTRATION. ASSIGNOR further assigns to ASSIGNEE the right to sue for past common law causes of action.

ROBERT FLEMING, INC.

By:


Name: LARRY A. KIMMEL
Title: SENIOR VICE PRESIDENT

Date: JUNE 3, 2002

SCHEDULE OF MARKS

<u>MARK</u>	<u>U.S. REGISTRATION NO.</u>
FLEMING ASSET MANAGEMENT	2,440,335