

**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
U.S. Bancorp Piper Jaffray Inc.		12/30/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Piper Jaffray & Co.
Street Address:	800 Nicollet Mall
Internal Address:	Suite 800
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	78321105	CONVERTIBLE SNAPS: SUBORDINATED NOTES WITH AUTOCONVERSION PROVISION
Serial Number:	78253563	PLUSCASH NOTES

CORRESPONDENCE DATA	
Fax Number:	(612)288-9696
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	612-337-2519
Email:	gannon@fr.com
Correspondent Name:	Michael L. Gannon, Esq.
Address Line 1:	60 South Sixth Street
Address Line 2:	Suite 3300
Address Line 4:	Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	11416-705001
-------------------------	--------------

NAME OF SUBMITTER:	Michael L. Gannon, Esq.
--------------------	-------------------------

Total Attachments: 2

**900004713**

**TRADEMARK  
 REEL: 002785 FRAME: 0258**

**CH \$65.00 78321105**

source=Name Change\_1#page1.tif  
source=Name Change\_2#page1.tif

# Delaware

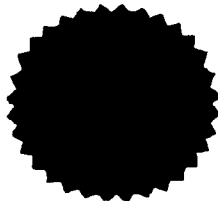
PAGE 1

*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 CERTIFICATE OF AMENDMENT OF "U.S. BANCORP PIPER JAFFRAY INC.", CHANGING ITS NAME FROM "U.S. BANCORP PIPER JAFFRAY INC." TO "PIPER JAFFRAY & CO.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 5:42 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 5:01 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0722312 8100

030844431

AUTHENTICATION: 2842488

DATE: 12-30-03

TRADEMARK  
REEL: 002785 FRAME: 0260

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
U.S. BANCORP PIPER JAFFRAY INC.**

U.S. Bancorp Piper Jaffray Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that:

1. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the stockholders, in accordance with Section 228 of the General Corporation Law of the State of Delaware.


2. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

**"ARTICLE I**

**The name of this Corporation is Piper Jaffray & Co."**

3. This Certificate of Amendment of the Certificate of Incorporation shall be effective at 5:01 PM Eastern Standard Time on December 31, 2003.

**IN WITNESS WHEREOF, U.S. Bancorp Piper Jaffray Inc. has caused this Certificate of Amendment to be executed by James L. Chory, its authorized officer, on this 30<sup>th</sup> day of December, 2003.**

  
James L. Chory, Secretary

W:\002785\03