

COMMON STOCK  
PAR VALUE \$.01 PER SHARE

[Ameriprise Financial Logo]

NUMBER            SHARES

AMP

INCORPORATED UNDER THE LAWS OF THE STATE OF  
DELAWARE

CUSIP 03076C 10 6

THIS CERTIFIES THAT  
Is the Holder of record of

FULLY PAID AND NONASSESSABLE SHARES OF THE COMMON  
STOCK OF

See reverse for certain definitions  
Transferable in New York, NY

Ameriprise Financial, Inc.  
transferable upon the books of the corporation upon surrender of this  
certificate properly endorsed.  
This certificate is not valid until countersigned and registered by the  
Transfer Agent and Registrar.

CERTIFICATE OF STOCK

WITNESS the facsimile seal of the corporation and the facsimile  
signatures of its duly authorized officers.

*Dated*

Countersigned and Registered:  
THE BANK OF NEW YORK  
Transfer Agent and Registrar

By

Authorized Signature

TREASURER

CHAIRMAN AND  
CHIEF EXECUTIVE  
OFFICER

AMERIPRISE FINANCIAL, INC.  
DELAWARE

CORPORATE  
SEAL  
1983

**AMERIPRISE FINANCIAL, INC.**

Shareholders may obtain, upon request and without charge, a statement of the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights granted to or imposed upon each class of shares or series thereof authorized to be issued and upon the holders thereof from the office of the Secretary of the Corporation.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -as tenants in common

UNIF GIFT MIN ACT- \_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)

TEN ENT -as tenants by the entireties

under Uniform Gifts to Minors

JT TEN -as joint tenants with right of survivorship and not as tenants in common

Act \_\_\_\_\_  
(State)

UNIF TRF MIN ACT- \_\_\_\_\_ Custodian (until age \_\_\_\_\_)  
(Cust)

\_\_\_\_\_ under Uniform Transfers

(Minor)  
to Minors Act \_\_\_\_\_  
(State)

Additional abbreviations may also be used though not in the above list.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, OR DESTROYED THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

FOR VALUE RECEIVED, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

\_\_\_\_\_  
(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

Shares

of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

\_\_\_\_\_  
Attorney

to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated \_\_\_\_\_

X \_\_\_\_\_

X \_\_\_\_\_

**NOTICE: THE SIGNATURE(S) TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.**

Signature(s) Guaranteed

By \_\_\_\_\_

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.