

09-29-1998

Docket No.:

14874.66



100840817

ached original documents or copy thereof.

1. Name of conveying party(ies):
BARRA, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **CALIFORNIA**
 Other _____

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance: **MRW 9-25-98**

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **August 14, 1998**

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

Name: **BARRA, INC. / FINANCE**

Internal Address: _____

Street Address: **2100 MILVIA STREET**

City: **BERKELEY** State: **CA** ZIP: **94704**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **DELAWARE**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

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

<p>A. Trademark Application No.(s)</p> <p>75/376,999 FILED 10/21/97</p>	<p>B. Trademark Registration No.(s)</p> <table border="0"> <tr> <td>1,914,640</td> <td>1,913,046</td> <td>1,888,253</td> </tr> <tr> <td>ISSUED</td> <td>ISSUED</td> <td>ISSUED</td> </tr> <tr> <td>8/29/95</td> <td>8/22/95</td> <td>4/11/95</td> </tr> </table>	1,914,640	1,913,046	1,888,253	ISSUED	ISSUED	ISSUED	8/29/95	8/22/95	4/11/95
1,914,640	1,913,046	1,888,253								
ISSUED	ISSUED	ISSUED								
8/29/95	8/22/95	4/11/95								

Additional numbers Yes No

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

Name: **PHILIP R. ZENDER, ESQ.**

Internal Address: **GRAHAM & JAMES LLP**

Street Address: **ONE MARITIME PLAZA, SUITE 300**

City: **SAN FRANCISCO** State: **CA** ZIP: **94111**

6. Total number of applications and registrations involved:..... **4**

7. Total fee (37 CFR 3.41):.....\$ **\$115.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

07-1850

DO NOT USE THIS SPACE

9. Statement and signature

09/28/1998 **00000148** **071850** **7537**

Under my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

MARY DOUGHERTY **September 24, 1998**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BARRA, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "BARRA (DE), INC." UNDER THE NAME OF "BARRA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF AUGUST, A.D. 1998, AT 10 O'CLOCK A.M.

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



2909403 8100M

981319917

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9253882

DATE: 08-14-98

TRADEMARK
REEL: 1793 FRAME: 0002

CERTIFICATE OF MERGER**MERGING****BARRA, INC.****WITH AND INTO****BARRA (DE), INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) BARRA, Inc. ("BARRA California"), which is incorporated under the laws of the State of California; and

(ii) BARRA (DE), Inc. ("BARRA Delaware"), which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit by BARRA California in accordance with the laws of the State of California and by BARRA Delaware in the same manner as provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is BARRA (DE), Inc., which will continue its existence as said surviving corporation under the name BARRA, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of BARRA (DE), Inc. is to be amended and changed by reason of the merger herein certified by striking out article I thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following article:

I

The name of this corporation is BARRA, Inc. (the "Corporation")."

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

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072098/1045/14874 00066

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 08/14/1998
981319917 - 2909403

TRADEMARK
REEL: 1793 FRAME: 0003

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

BARRA, Inc.
2100 Milvia Street
Berkeley, California 94704

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of any of the aforesaid constituent corporations.

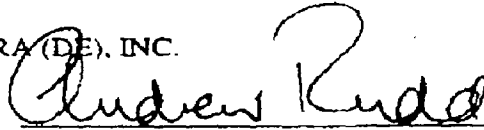
7. The authorized capital stock of BARRA California consists of 40,000,000 shares of Common Stock without par value and 10,000,000 shares of Preferred Stock without par value.

8. The merger herein certified shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, BARRA (DE), Inc. has caused this Certificate of Merger to be executed in its corporate name this 14 day of August, 1998.

BARRA (DE), INC.

By:



Name: Andrew Rudd

Title: Chief Executive Officer and President

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072998/1045/14874.00066