



Form PTO-1594
6-93

RECOR.

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U.S. Department of Commerce
Patent and Trademark Office

TRADEMARKS ONLY

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <i>MS</i> Caminus LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Corporation-State <input type="checkbox"/> General Partnership <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Other: <u>Limited Liability Company</u></p> <p>Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>	<p>2. Name and address of receiving party(ies): Caminus Corporation</p> <p>Street Address: 747 Third Avenue</p> <p>City / State: New York, New York 10017</p> <p><input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation-CA <input type="checkbox"/> General Partnership <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other: _____</p> <p><input type="checkbox"/> If Assignee is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be separate document from Assignment.)</p> <p>Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>January 27, 2000</u></p>	

4. Trademark Application Number(s) or Registration Number(s):

<p>A. Trademark Application No.(s)</p> <p>75/582,387 75/582,310 75,582,313 75/695,707</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Registration No.(s)</p>
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<p>5. Name and address of party to whom correspondence concerning documents should be mailed:</p> <p>Name: Kate McCallie, Esq. Address: Irell & Manella LLP 1800 Avenue of the Stars Suite 900</p> <p>City: Los Angeles State: CA Zip: 90067</p>	<p>6. Total no. of applications and registrations involved: <u>4</u></p> <p>7. Total fee (37 CFR 3.41): <u>\$ 115.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to charge to deposit account</p> <p>8. Deposit account number: 09-0946</p>
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DO NOT USE THIS SPACE

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.

06/14/2000 MTHA11 00000108 75582387

01 FC:481 40.00 OP
02 FC:482 75.00 OP

Kate McCallie *Kate McCallie* July 13, 2000
Name of person signing Signature Date

Total number pages including cover sheet, attachments, and documents: 4

Office of the Secretary of State

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 OF "CAMINUS LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2000, AT 10:01 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2890377 8100

001301832

AUTHENTICATION 0496853

DATE 06-14-00

TRADEMARK
REEL: 002119 FRAME: 0835

CERTIFICATE OF MERGER
OF
CAMINUS LLC
(a Delaware limited liability company)
INTO
CAMINUS CORPORATION
(a Delaware corporation)

Caminus Corporation, a corporation organized and existing under and by virtue of the laws of the State of Delaware, does hereby certify:

FIRST: That the name and jurisdiction of formation or organization of each of the constituent entities of the Merger is as follows:

<u>Name</u>	<u>State of Formation/Organization</u>
Caminus LLC	Delaware
Caminus Corporation	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Subsection (c) of Section 264 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation is Caminus Corporation.

FOURTH: That the Certificate of Incorporation of Caminus Corporation, a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 747 Third Avenue, Floor 18, New York, New York 10017.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any member of Caminus LLC or any stockholder of Caminus Corporation.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:01 AM 01/27/2000
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TRADEMARK
REEL: 002119 FRAME: 0836

IN WITNESS WHEREOF, Caminus Corporation has caused this Certificate to be executed by its President this 27th day of January , 2000.

CAMINUS CORPORATION

(a Delaware corporation)

By: David M. Stone

Name: David M. Stone

Title: CEO