

08-01-2001



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

1. Name of conveying party(ies):

Ers Holdings, LLC

7-20-01

- Individual(s)
- General Partnership
- Corporation

Other Delaware limited liability company

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

2. Name and Address of receiving party(ies)

Erisk Holdings, LLC

Address: 1155 Avenue of the Americas
New York, New York 10036

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation _____
- Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Filing Date: April 27, 2001

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

A. 75/925741

B. Trademark Registration No.

N/A

Additional numbers attached? Yes No

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

Bruce J. Goldner, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036

6. Total number of applications involved: 1

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

- Enclosed
- All or any deficiency is authorized to be charged to Deposit Account No. 19-2385.

8. Deposit Account No. 19-2385

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.

Bruce J. Goldner
Name

Signature

July 19, 2001
Date

Total number of pages including cover sheet, attachments, and document: 4

07/31/2001 GTDN11 00000079 192385 75925741

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ERISK HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SIXTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ERS HOLDINGS, LLC" TO "ERISK HOLDINGS, LLC", FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "ERISK HOLDINGS, LLC" TO "ERISK HOLDINGS, INC.", FILED THE SIXTEENTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3090591 8100H

AUTHENTICATION: 1212529

010307986

DATE: 06-26-01

TRADEMARK
REEL: 002337 FRAME: 0651

CERTIFICATE OF FORMATION

OF

ERS HOLDINGS, LLC


(Under Section 18-201 of the Delaware Limited Liability Company Act)

I, the undersigned, to form a limited liability company under the Delaware Limited Liability Company Act (the "*LLC Act*"), hereby certify:

FIRST: The name of the limited liability company is ERS Holdings, LLC (the "*Company*").

SECOND: The address of the registered office of the Company in Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805-1297. The registered agent of the Company in Delaware for service of process is Corporation Service Company, whose address is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805-1297.

IN WITNESS WHEREOF, the undersigned, an authorized person within the meaning of Section 18-201 of the LLC Act, has signed this Certificate of Formation on August 31, 1999.



Garry P. McCormack
Authorized Person