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02-27-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S.

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original do

1. Name of conveying party(ies):

Thomson Proxy Services, Inc. 2-27-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State DEL Other

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

2. Name and address of receiving party(ies)

Name: Institutional Shareholder Services, Inc

Internal Address: Suite 504

Street Address: 2099 Gaither Rd

City: Rockville State: MD Zip: 20850-4045

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

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 8/21/2001 (IV) Execution Date: 12/12/2001 (M)

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

A. Trademark Application No.(s) (PVS) 75/441984 76/274024 (CGG)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Carol Herndon, Esq.

Internal Address: Law Offices

Street Address: 7608 Savannah Dr.

City: Bethesda State: MD Zip: 20817

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed check Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

04/03/2002 TBIAZI 00000049 75441984 01 FC:481 02 FC:482

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.

Carol Herndon

Carol Herndon

Name of Person Signing

Signature

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Refund Ref: 04/03/2002 TBIAZI 000015796

Refund Total: \$55.00

CHECK Refund Total



**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

Applicant: **Institutional Shareholder Services, Inc., a Delaware corporation**  
(formerly named Thomson Proxy Services Inc.)

Serial No.: 75/441984

Mark: PVS

Filed: February 27, 1998

Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

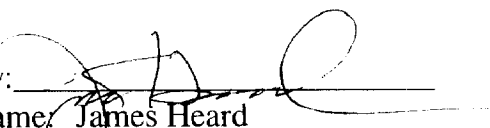
**REVOCATION AND POWER OF ATTORNEY**

S I R:

The undersigned, duly authorized by the owner of the above-identified Application, hereby revokes all former Powers of Attorney and appoints Carol Herndon, a member of the Bar of the State of Maryland, its attorney, with an office at 7608 Savannah Drive, Bethesda, MD 20817, 301-469-5970, with full power of substitution and revocation, to transact all business in the Patent Office in connection therewith, and to receive the Certificate of Registration.

Institutional Shareholder Services, Inc.

Dated: 2.12.02

By:   
Name: James Heard  
Title: Chief Executive Officer



**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

Applicant: **Institutional Shareholder Services, Inc., a Delaware corporation**  
(formerly named Thomson Proxy Services Inc.)

Serial No.: 76/274024

Mark: CGQ

Filed: June 20, 2001

Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

**REVOCATION AND POWER OF ATTORNEY**

S I R:

The undersigned, duly authorized by the owner of the above-identified Application, hereby revokes all former Powers of Attorney and appoints Carol Herndon, a member of the Bar of the State of Maryland, its attorney, with an office at 7608 Savannah Drive, Bethesda, MD 20817, 301-469-5970, with full power of substitution and revocation, to transact all business in the Patent Office in connection therewith, and to receive the Certificate of Registration.

Institutional Shareholder Services, Inc.

Dated: 2.15.02

By:   
Name: James Heard  
Title: Chief Executive Officer

# Delaware

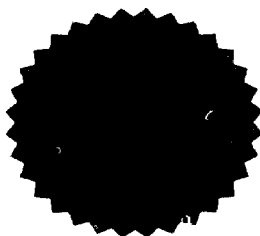
PAGE 1

## *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 OWNERSHIP, WHICH MERGES:

"PROXY MONITOR SERVICES INC.", A DELAWARE CORPORATION, WITH AND INTO "THE PROXY MONITOR INC." UNDER THE NAME OF "INSTITUTIONAL SHAREHOLDER SERVICES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTEENTH DAY OF DECEMBER, A.D. 2001.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1607518

3018063 8100M

020090310

DATE: 02-11-02

TRADEMARK

REEL: 002474 FRAME: 0316

**CERTIFICATE OF OWNERSHIP, MERGER AND NAME CHANGE**

**MERGING  
PROXY MONITOR SERVICES INC.  
INTO  
THE PROXY MONITOR INC.**

**AND**

**CHANGING THE NAME OF THE PROXY MONITOR INC.  
TO  
INSTITUTIONAL SHAREHOLDER SERVICES INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Pursuant to Section 253 of the General Corporation Law of Delaware, **The Proxy Monitor Inc.**, (a Delaware corporation) hereby provides this Certificate of Ownership and Merger. The Proxy Monitor Inc. certifies as follows:

**FIRST:** The Proxy Monitor Inc. (the "Parent Corporation") owns 100% of the capital stock of **Proxy Monitor Services Inc.** (the "Subsidiary Corporation"), a Delaware corporation.,

**SECOND:** At a meeting on December 4, 2001, the Board of Directors of The Proxy Monitor Inc., authorized **The Proxy Monitor Inc.** to merge into itself Proxy Monitor Services Inc. by resolutions which read as follows:

**RESOLVED:** Pursuant to Section 253 of the General Corporation Law of Delaware, **THE PROXY MONITOR INC.** shall merge into itself its wholly owned subsidiary corporation, **PROXY MONITOR SERVICES INC.**, effective December 15, 2001.

RESOLVED: Pursuant to this merger, THE PROXY MONITOR INC. shall be possessed of all the estate, property, rights, privileges and franchises of PROXY MONITOR SERVICES INC. and THE PROXY MONITOR INC. shall assume all of the liabilities and obligations of PROXY MONITOR SERVICES INC.

RESOLVED: Effective December 15, 2001, THE PROXY MONITOR INC. shall change its name to **INSTITUTIONAL SHAREHOLDER SERVICES, INC.** As of December 15, 2001, the Certificate of Incorporation of THE PROXY MONITOR SERVICES INC. is hereby amended to read as follows:

**FIRST:** The name of the corporation is **INSTITUTIONAL SHAREHOLDER SERVICES INC.** (the "Corporation").

RESOLVED: The Officers, Directors and Agents of THE PROXY MONITOR INC. are authorized, jointly or severally, to take such actions and to execute such documents as are necessary or convenient for carrying out the foregoing resolutions.

RESOLVED: All acts of the Officers, Directors and Agents of the Corporation taken prior hereto in connection with the foregoing resolutions are hereby ratified and confirmed.

**WHEREFORE, THE PROXY MONITOR INC.** has caused this Certificate to be signed by an authorized officer, this 4th day of December, 2001.

**THE PROXY MONITOR INC.**

By: /s/ Dwight L. Allison III  
Dwight L. Allison III, CFO

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*State of Delaware*  
*Office of the Secretary of State*

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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 "THOMSON PROXY SERVICES INC.", CHANGING ITS NAME FROM "THOMSON PROXY SERVICES INC." TO "PROXY MONITOR SERVICES INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.

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



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

2814658 8100

AUTHENTICATION: 1313341

010412355

DATE: 08-24-01

TRADEMARK  
REEL: 002474 FRAME: 0320



**CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF INCORPORATION  
OF  
THOMSON PROXY SERVICES INC.**

Pursuant to Title 8, Section 242 of the Delaware General Corporation Law, the undersigned corporation, THOMSON PROXY SERVICES INC., executed this Certificate of Amendment of the Certificate of Incorporation.

The undersigned corporation hereby certifies that it has duly adopted the following amendment to its Certificate of Incorporation:

**FIRST:** The name of the corporation is PROXY MONITOR SERVICES INC. (the "Corporation").

**WHEREFORE,** said corporation has caused this Certificate to be signed by an authorized officer, this 20<sup>th</sup> day of August, 2001.

**THOMSON PROXY SERVICES INC.**

By:   
James Heard, Chairman

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 08/21/2001  
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