

06-21-2002



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): The Proxy Monitor Inc. 6-12-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies): Institutional Shareholder Services, Inc.
Internal Address:
Street Address: 2099 Gaither Road
City: Rockville State: MD Zip: 20850
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
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: December 4, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,313,440
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kim A. Walker, Esq.
Internal Address: Willkie Farr & Gallagher
Street Address: 787 Seventh Avenue
City: New York State: NY Zip: 10019

7. Total fee (37 CFR 3.41): \$ 40
Enclosed Authorized to be charged to deposit account
8. Deposit account number: 23-2405
(Attach duplicate copy of this page if paying by deposit account)

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.
Kim A. Walker Name of Person Signing
Signature June 4, 2002 Date
Total number of pages including cover sheet, attachments, and document: 5

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

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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 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.

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



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

AUTHENTICATION: 1505223

DATE: 12-14-01

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**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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