

12-04-2002

COVER SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

ONLY



To the Honorable Commission

102301340

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

KROLL INC.

11-4-02

- Individual(s)
- General Partnership
- Corporation - Ohio
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

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

KROLL INC.  
900 Third Avenue  
New York, New York 10022

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation - Delaware \_\_\_\_\_
- Other \_\_\_\_\_

Domestic representative is attached:  Yes  No  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: July 2, 2002

4. (A.) Trademark Application No.(s)

76/418487  
76/418486

4. (B.) Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Correspondence should be mailed to:

**VICTOR M. TANNENBAUM**  
**ABELMAN, FRAYNE & SCHWAB**  
150 East 42nd Street  
New York, New York 10017

6. Total number of applications and registrations involved:..... 2

7. Total fee (37 CFT 3.41): ..... \$ 65.00  
 Enclosed  
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)  
 Authorized to be charged to deposit account  
Deposit account number: 01-0035  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. 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.

VICTOR M. TANNENBAUM  
Name of Person Signing

Signature

10/31/02  
Date

12/03/2002 LMUELLER 00000314 76418487

Total number of pages comprising cover sheet, attachments and documents: 6

01 FC:0521  
02 FC:0522

49.00  
25.00

TRADEMARK  
REEL: 002628 FRAME: 0432

**REVOCATION  
AND  
NEW POWER OF ATTORNEY**

Mark: KROLL ONTRACK  
Registration:  
Serial No.: 76/418487  
Class(es):  
Owner: Kroll Inc.

**POWER OF ATTORNEY**

Applicant hereby revokes all previous Powers of Attorney and hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation

Lawrence E. Abelman  
Jeffrey A. Schwab  
Victor M. Tannenbaum  
Peter J. Lynfield  
Alan J. Hartnick  
Caridad Piñeiro Scordato

Julianne Abelman  
Jonathan W. Gumpert  
Marsha G. Ajhar  
Norman S. Beier  
Thomas E. Spath  
Julie B. Seyler  
Marie-Anne Mastrovito

members of the Bar of the State of New York, whose address is

**ABELMAN, FRAYNE & SCHWAB**  
150 East 42nd Street  
New York, New York 10017-5612 U.S.A.

to transact business in the Patent and Trademark Office in connection with our trademarks, applications therefor, and registrations which have or will issue thereon.

*This foregoing instrument was acknowledged before me this 11th day of September 2002 by Sabrina H. Peiel who is personally known to me.*

By *Sabrina H. Peiel*  
Date 9/11/02

*James A. Ponnello*  
No. 01PA6049706  
*11/22/2002*

# Delaware

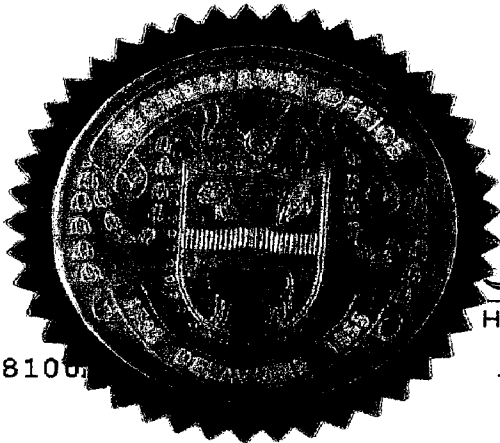
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*The First State*

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 MERGER, WHICH MERGES:

"KROLL INC.", A OHIO CORPORATION,

WITH AND INTO "KROLL INC." UNDER THE NAME OF "KROLL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3249044 8100

AUTHENTICATION: 1988624

020574575

DATE: 09-18-02

TRADEMARK  
REEL: 002628 FRAME: 0434

**CERTIFICATE OF MERGER**

**OF**

**KROLL INC., AN OHIO CORPORATION,**

**INTO**

**KROLL INC., A DELAWARE CORPORATION**

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Pursuant to Section 252 of the  
General Corporation Law of the State of Delaware

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The undersigned corporation does hereby certify that:

**FIRST.** The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State Of Incorporation</u>
Kroll Inc.	Ohio
Kroll Inc.	Delaware

**SECOND.** An Agreement and Plan of Merger between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

**THIRD.** The name of the surviving corporation of the merger is Kroll Inc., a Delaware corporation.

**FOURTH.** The Certificate of Incorporation of Kroll Inc., the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

**FIFTH.** 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:

900 Third Avenue, New York, New York 10022

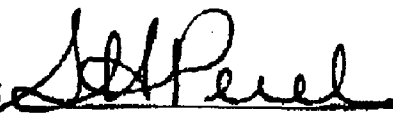
SIXTH. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

SEVENTH. The authorized capital stock of each constituent corporation which is not incorporated under the laws of the State of Delaware is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>
Kroll Inc.	Common Stock	50,000,000	\$.01 per share
	Preferred Stock	1,000,000	\$.01 per share

IN WITNESS WHEREOF, Kroll Inc. has caused this Certificate to be signed on this 2nd day of July 2002.

KROLL INC.

By:   
Name: Sabrina H. Perel  
Title: Secretary