

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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):

Johnson & Higgins/Kirke-Van Orsdel, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 03/21/2000

2. Name and address of receiving party(ies)

Name: Seabury & Smith, Inc.

Internal

Address:

Street Address: 1166 Avenue of the Americas

City: New York State: NY Zip: 10036

- 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

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

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

2,223,691

Additional number(s) attached  Yes  No

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

Name: Wendy K. Marsh

Internal Address:

Street Address: 801 Grand Avenue, Suite 3200

City: Des Moines State: IA Zip: 50309-2721

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

26-0084

DO NOT USE THIS SPACE

9. Signature.

Wendy K. Marsh

Name of Person Signing



Signature

02/14/2005

Date

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

4

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

State of Delaware  
Office of the Secretary of State

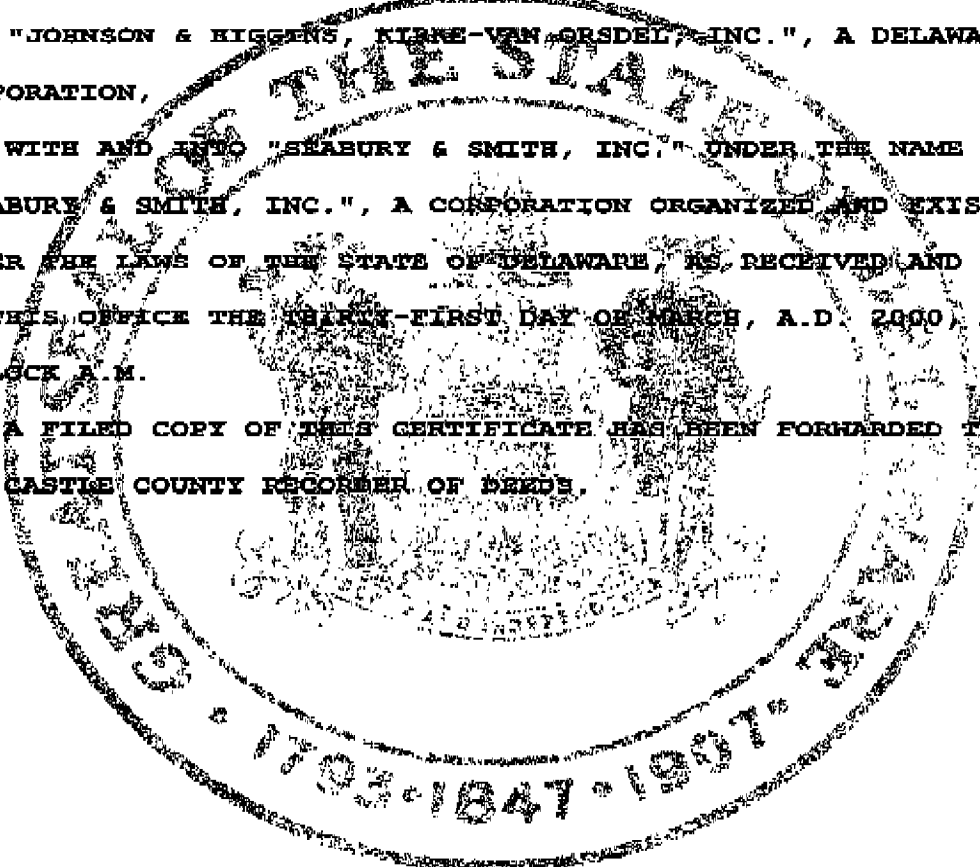
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"JOHNSON & HIGGINS, KIRNE-VAN ORSDER, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SEABURY & SMITH, INC." UNDER THE NAME OF "SEABURY & SMITH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, IS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2000, AT 10 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

0934791 BLOOM

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AUTHENTICATION: 0353825

DATE: 03-31-00

TRADEMARK  
REEL: 003035 FRAME: 0788

CERTIFICATE OF OWNERSHIP AND MERGER

OF

JOHNSON & HIGGINS/KIRKE-VAN ORSDEL, INC.  
(a Delaware Corporation)

WITH AND INTO

SEABURY & SMITH, INC.  
(a Delaware Corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Seabury & Smith, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

FIRST: The Company was incorporated pursuant to the General Corporation Law of the State of Delaware.


SECOND: The Company owns all of the issued and outstanding capital stock of Johnson & Higgins/Kirke-Van Orsdel, Inc., a Delaware corporation ("J&H/KVI").

THIRD: The Company, by resolutions of its Board of Directors, duly adopted on February 29, 2000 in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, in the form annexed hereto as Exhibit A, determined to merge J&H/KVI with and into the Company (the "Merger") upon the terms and conditions set forth in such resolutions, which have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The name of the corporation surviving the Merger is Seabury & Smith, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger on behalf of the surviving corporation on this 29 day of February, 2000 and affirms that the statements made herein are true under penalties of perjury.

SEABURY & SMITH, INC.

By:   
Name: Thomas R. Hopkins  
Title: Managing Director

## EXHIBIT A

RESOLVED, that Johnson & Higgins/Kirke-Van Orsdel, Inc., a Delaware corporation ("J&H/KVI"), a wholly-owned subsidiary of the Company, shall be merged with and into the Company (the "Merger"), the separate existence of J&H/KVI thereupon shall cease, and the Company shall be the surviving corporation in the Merger (the "Surviving Corporation").

RESOLVED FURTHER, that the Merger shall become effective when a duly executed copy of the Certificate of Ownership and Merger has been filed with the office of the Secretary of State of the State of Delaware (the "Effective Date").

RESOLVED FURTHER, that as of the Effective Date, all the assets, rights, interests, obligations and liabilities of J&H/KVI shall, by virtue of the Merger, become the assets, rights, interests, obligations and liabilities of the Company.

RESOLVED FURTHER, that as of the Effective Date, all issued and outstanding shares of the capital stock of J&H/KVI shall be canceled and shall cease to exist.

RESOLVED FURTHER, that the Certificate of Incorporation and By-Laws of the Company shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation in the Merger.

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and empowered, for, in the name of and on behalf of the Company, to do and perform all such further acts and things including, but not limited to executing and delivering and, where necessary or appropriate, filing with the appropriate governmental agencies all such certificates, articles, agreements, documents, instruments, receipts or other papers and making all such payments, including payments of all fees and expenses, as in the judgment of such officer shall be necessary, desirable or appropriate to carry out and effectuate the intent of the foregoing resolutions.

RESOLVED FURTHER, that as sole stockholder of J&H/KVI, the Company hereby approves the Merger of J&H/KVI with and into the Company.