

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CRA RogersCasey, Inc.		12/31/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	RogersCasey, Inc.		
Street Address:	One Parklands Drive		
City:	Darien		
State/Country:	CONNECTICUT		
Postal Code:	06820		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	78827537	INVESTWORKS	
Registration Number:	2005346	INVESTWORKS	
Registration Number:	2088069	Q SUM	
CORRESPONDENCE DATA			
Fax Number:	(860)275-0343		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	860-275-0589		
Email:	ptomail@dbh.com		
Correspondent Name:	Barb Villandry, Day Pitney LLP		
Address Line 1:	CityPlace 1		
Address Line 4:	Hartford, CONNECTICUT 06103		
ATTORNEY DOCKET NUMBER:	020855-00800		
NAME OF SUBMITTER:	Barb Villandry		
Signature:	/Barb Villandry/		

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Date:

01/04/2007

Total Attachments: 7

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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 MERGER, WHICH MERGES:

"CRA ROGERSCASEY LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "CRA ROGERSCASEY, INC." UNDER THE NAME OF "ROGERSCASEY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2006, AT 2:17 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

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

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061151158



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5287119

DATE: 12-18-06

TRADEMARK
REEL: 003454 FRAME: 0459

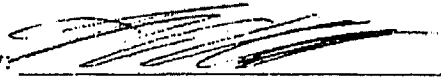
**CERTIFICATE OF MERGER
OF
CRA ROGERSCASEY LLC
INTO
CRA ROGERSCASEY, INC.**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving corporation executed the following Certificate of Merger (the "Certificate"):

- FIRST:** The constituent business entities participating in the merger herein certified are:
- (i) CRA RogersCasey, Inc., which is incorporated under the laws of the State of Delaware; and
 - (ii) CRA RogersCasey LLC, which is organized under the laws of the State of Delaware.
- SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by CRA RogersCasey, Inc. and CRA RogersCasey LLC in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, respectively.
- THIRD:** The name of the surviving corporation is CRA RogersCasey, Inc., a Delaware corporation (the "Surviving Corporation"), which shall upon the Effective Date change its name to "RogersCasey, Inc." as provided in Article Fifth of this certificate.
- FOURTH:** The Certificate of Incorporation of the Surviving Corporation shall be the Amended and Restated Certificate of Incorporation attached as Exhibit A hereto.
- FIFTH:** The merger is to become effective at 11:59 p.m., Eastern Daylight Time, on December 31, 2006 (the "Effective Date").
- SIXTH:** The executed Agreement and Plan of Merger is on file at One Parklands Drive, Darien, Connecticut 06820-1460, the place of business of the Surviving Corporation.
- SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder or member of either constituent entity.

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer, the 8 day of December, 2006.

CRA ROGERSCASEY, INC.

By: 

Timothy Barron
President & CEO

EXHIBIT A

Amended and Restated Certificate of Incorporation

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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

CRA ROGERSCASEY, INC.

CRA RogersCasey, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. This Amended and Restated Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation by unanimous written consent in lieu of a meeting thereof and by the stockholders of the Corporation by written consent in lieu of a meeting thereof in accordance with the provisions of Sections 141(f), 228, 242 and 245 of the General Corporation Law of the State of Delaware.

2. The name of the Corporation is CRA RogersCasey, Inc. The Corporation was originally incorporated under the name Rogers, Casey Consulting, Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 15, 1989.

3. Pursuant to Sections 242 and 245 of the Delaware General Corporation Law, this Amended and Restated Certificate of Incorporation restates, integrates, and further amends the provisions of the Certificate of Incorporation of the Corporation.

4. The text of the Amended and Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

FIRST: The name of the corporation (the "Corporation") is RogersCasey, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: This Amended and Restated Certificate of Incorporation shall be effective as of 11:59 p.m. Eastern Daylight Time, on December 31, 2006.

FOURTH: The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware; and

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of the State of Delaware or by any other

law of Delaware or by this certificate of incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$.10 per share, amounting in the aggregate to 100 dollars.

SIXTH: The Board of Directors is expressly authorized to exercise all powers granted to the directors by law except insofar as such powers are limited or denied herein or in the Bylaws of the Corporation. In furtherance of such powers, the Board of Directors shall have the right to make, alter or repeal the Bylaws of the Corporation.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in any applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that to the extent required from time to time by applicable law, this Article EIGHTH shall not eliminate or limit the liability of a director, (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article EIGHTH shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

NINTH: 1. The Corporation shall, to the fullest extent permitted by the General Corporation Law of the State of Delaware, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust, limited liability company or

other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an indemnified person in connection with such action, suit or proceeding and any appeal therefrom.

2. The Corporation shall not indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors of the Corporation.

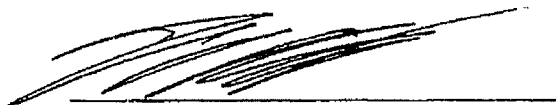
3. Expenses incurred by a director or officer in defending a proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall be ultimately determined that such director or officer is not entitled to be indemnified by the Corporation as authorized by the General Corporation Law of the State of Delaware.

4. The indemnification rights provided in this Article NINTH shall inure to the benefit of the heirs, executors and administrators of the director or officer. No amendment to or repeal of this Article NINTH shall apply to or have any effect on any right or protection of any director or officer occurring prior to the effective date of such amendment or repeal. The indemnification rights provided for herein shall not be deemed exclusive of any other rights to indemnification, whether under the Bylaws or any agreement, by vote of stockholders or disinterested directors or otherwise.

TENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused the foregoing Amended and Restated Certificate of Incorporation to be duly executed on its behalf by its President and Chief Executive Officer this 23 day of December, 2006.

CRA ROGERSCASEY, INC.



Timothy R. Barron
President & Chief Executive Officer