

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Computershare Fund Services, Inc.		03/28/2006	CORPORATION: NEW YORK
Georgeson Shareholder Communications Inc.		03/28/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Georgeson Inc.
Street Address:	17 State Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10004
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3190402	SMART PROXY PROCESSES
Registration Number:	3137489	SMART PROXY CARD
Registration Number:	3137488	SMART PROXY CALL
Registration Number:	3137487	SMART PROXY STRATEGY
Registration Number:	3122308	SMART PROXY
Registration Number:	2857373	NOENVELOPE.COM
Registration Number:	2807548	SMART INTERNET PROXY VOTING
Registration Number:	2293931	PROXY DIRECT
Registration Number:	2855598	STREET DIRECT

CORRESPONDENCE DATA

CH \$240.00 3190402

Fax Number: (312)554-8015
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-554-8000
Email: acs@pattishall.com
Correspondent Name: Brett A. August/Pattishall McAuliffe et.
Address Line 1: 311 South Wacker Drive
Address Line 2: Suite 5000
Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Anne Snyder
Signature:	/acs/
Date:	02/22/2007

Total Attachments: 4
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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 OWNERSHIP, WHICH MERGES:

"COMPUTERSHARE FUND SERVICES, INC.", A NEW YORK CORPORATION, WITH AND INTO "GEORGESON SHAREHOLDER COMMUNICATIONS INC." UNDER THE NAME OF "GEORGESON INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2006, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF APRIL, A.D. 2006.

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4634799

DATE: 03-31-06

TRADEMARK
REEL: 003485 FRAME: 0827

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Computershare Fund Services, Inc.

WITH AND INTO

Georgeson Shareholder Communications Inc.

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

Georgeson Shareholder Communications Inc. (the "Company"), a corporation incorporated on the 10th day of November, 1969 pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY THAT:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Georgeson Shareholder Communications Inc.	Delaware
Computershare Fund Services, Inc.	New York

SECOND: That the Company owns 100% of the outstanding shares of capital stock of Computershare Fund Services, Inc., a corporation incorporated on the 13th day of May, 1988, pursuant to the provisions of the Business Corporation Law of the State of New York.

THIRD: That the Company, by resolutions of its Board of directors duly adopted by unanimous written consent dated March 28, 2006, determined to and did merge Computershare Fund Services, Inc. with and into the Company, upon the terms and subject to the conditions set forth in such resolutions. A true copy of said resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: That the effective date of the merger shall be April 1, 2006.

FIFTH: That the Company shall be the surviving corporation.

SIXTH: That the name of the surviving corporation shall be "Georgeson Inc."

[Signature page follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by an authorized officer this 28th day of March 2006.

**GEORGESON SHAREHOLDER
COMMUNICATIONS INC.**

By: /s/ William M. Crane
William M. Crane
President

EXHIBIT A

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF

**Georgeson Shareholder Communications Inc.
(the "Company")**

BY UNANIMOUS WRITTEN CONSENT

Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the Board of Directors of the Company hereby unanimously consents, in lieu of a meeting, to the following:

WHEREAS, the Company lawfully owns 100% of the outstanding capital stock of Computershare Fund Services, Inc., a New York corporation ("CFS");

WHEREAS, the Company desires to merge CFS into itself, and to be possessed of all the estate, property, rights, privileges and franchises of CFS; and

WHEREAS, the Company desires, pursuant to such merger, to change the Company's name to "Georgeson Inc."

NOW, THEREFORE, BE IT RESOLVED, that CFS merge with and into the Company, with the Company as the surviving corporation (the "Merger"), pursuant to Section 253 of the General Corporation Law of the State of Delaware and Sections 905 and 907 of the Business Corporation Law of the State of New York (the "Plan of Merger");

FURTHER RESOLVED, that the Plan of Merger is hereby approved and pursuant to the Merger, the Company assumes all of the liabilities and obligations of CFS;

FURTHER RESOLVED, that the effective date of the Merger shall be April 1, 2006;

FURTHER RESOLVED, that pursuant to the Merger, the Company shall change its name to Georgeson Inc. (the "Name Change"); and

FURTHER RESOLVED, that any officer of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to make, execute and file with the Secretary of State of the State of Delaware, a Certificate of Ownership and Merger, and any other certificate or document required to be filed, whether within or without the State of Delaware, to effect the Merger and the Name Change, and to take any other action whatsoever, whether within or without the State of Delaware, on behalf of the Company as may be necessary or desirable in connection with the Merger and the Name Change including, without limitation, any action required as the sole shareholder of CFS to effect the Merger and/or the Name Change.