

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
GINC Holdco Inc.		07/01/2006	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: 13

Property Type	Number	Word Mark
Registration Number:	1672028	GEORGESON
Registration Number:	2258571	GEORGESON CYBERVOTE
Registration Number:	2023804	TELEVOTE
Registration Number:	2902518	CORPORATE GOVERNANCE INTELLIGENCE
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:	2293931	PROXY DIRECT
Registration Number:	2855598	STREET DIRECT
Registration Number:	2807548	SMART INTERNET PROXY VOTING

CORRESPONDENCE DATA

900070027

**TRADEMARK
 REEL: 003486 FRAME: 0274**

CH \$340.00 1672028

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: 2
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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 AMENDMENT OF "GINC HOLDCO INC.", CHANGING ITS NAME FROM "GINC HOLDCO INC." TO "GEORGESON INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 1:49 O'CLOCK P.M.

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

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

4171339 8100

060631730



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4872174

DATE: 06-30-06

TRADEMARK
REEL: 003486 FRAME: 0276

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:49 PM 06/30/2006
FILED 01:49 PM 06/30/2006
SRV 060631730 - 4171339 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
GINC HOLDCO INC.**

GINC Holdco Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions setting forth an amendment to the Corporation's Certificate of Incorporation, declaring said amendment to be advisable and calling the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that effective as of July 1, 2006, the entire Article numbered "FIRST" of the Certificate of Incorporation of the Corporation be amended so that said Article FIRST be and read in its entirety as follows:

"FIRST: The name of this corporation is Georgeson Inc. (the "Corporation").

2. That thereafter, pursuant to the resolutions of the Board of Directors of the Corporation, the sole stockholder of the Corporation consented to in writing the resolutions in favor of the amendment in accordance with Section 228 of the Delaware General Corporation Law.

3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, GINC Holdco Inc., has caused this Certificate to be executed by its duly authorized officer on this 29th day of June, 2006.

By: /s/ Anthony J. Grzyb
Anthony J. Grzyb
Secretary

ORC 391583-3.059301.0042