

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
RiskMetrics Group, Inc.		01/11/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	RiskMetrics Solutions, Inc.
Street Address:	One Chase Manhattan Plaza
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2640990	BUILDING FINANCIAL CONFIDENCE
Registration Number:	2552914	CORPORATEMETRICS
Registration Number:	2291630	CREDITMANAGER
Serial Number:	78750549	CREDITMANAGER
Registration Number:	2114801	CREDITMETRICS
Registration Number:	2628554	DATAMETRICS
Registration Number:	2674696	GET A RISKGRADE
Registration Number:	2572271	RISKGRADE
Registration Number:	2557466	RISKGRADES
Registration Number:	2018866	RISKMETRICS
Registration Number:	2695223	
Registration Number:	2644381	WEALTHBENCH

CORRESPONDENCE DATA

CH \$315.00 2640990

Fax Number: (212)813-5901
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 813-5900
Email: jferraro@frosszelnick.com
Correspondent Name: Joyce M. Ferraro
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Address Line 2: Fross Zelnick Lehrman & Zissu, P.C.
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	RISS TT-0701779
NAME OF SUBMITTER:	Joyce M. Ferraro
Signature:	/jmf/
Date:	04/27/2007

Total Attachments: 3

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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 MERGER, WHICH MERGES:

"RMG MERGER SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RISKMETRICS GROUP, INC." UNDER THE NAME OF "RISKMETRICS SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 2007, AT 11:33 O'CLOCK A.M.

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

2906782 8100M

070034330



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5346893

DATE: 01-11-07

TRADEMARK
REEL: 003530 FRAME: 0308

Certificate of Merger of
RMG MERGER SUB, INC.
with and into
RISKMETRICS GROUP, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned, RiskMetrics Group, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows:

1. The name and the state of incorporation of each of the constituent corporations of the merger are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
RMG Merger Sub, Inc.	Delaware
RiskMetrics Group, Inc.	Delaware

2. An Agreement and Plan of Merger, dated as of October 31, 2006, as amended (as amended, the "Merger Agreement"), by and among the Corporation, RMG Holdco, Inc., a Delaware corporation and direct, wholly-owned subsidiary of the Corporation ("Holding Company"), RMG Merger Sub, Inc., a Delaware corporation and direct, wholly-owned subsidiary of RMG LLC (as defined below) ("RMG Merger Sub"), ISS Merger Sub, Inc., a Delaware corporation and direct, wholly-owned subsidiary of RMG LLC ("ISS Merger Sub"), Institutional Shareholder Services Holdings, Inc., a Delaware corporation ("ISS"), and RiskMetrics Group Holdings, LLC, a Delaware limited liability company and direct, wholly-owned subsidiary of Holding Company ("RMG LLC"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.
3. The name of the surviving corporation (the "Surviving Corporation") in the merger is "RiskMetrics Group, Inc.", changing its name to "RiskMetrics Solutions, Inc."
4. The Certificate of Incorporation set forth in Exhibit A attached hereto shall be the Certificate of Incorporation of the Surviving Corporation.
5. The merger shall become effective upon the filing of this Certificate of Merger.
6. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is:

RiskMetrics Solutions, Inc.
c/o RiskMetrics Group, Inc.
One Chase Manhattan Plaza, 44th Floor
New York, New York 10005

A copy of the Merger Agreement will be furnished by the Surviving Corporation upon request and without cost to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, the undersigned corporation has duly executed this Certificate of Merger on this 11th day of January, 2007.

RISKMETRICS GROUP, INC.

By: /s/ ROB DINNING
Name: Rob Dinning
Title: Secretary