

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 06/02/2008 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|----------------------------|
| Center for Financial Research and Analysis, LLC | | 06/02/2008 | LIMITED LIABILITY COMPANY: |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------------|
| Name: | RMG-CFRA, LLC |
| Street Address: | 2099 Gaither Road, Suite 501 |
| City: | Rockville |
| State/Country: | MARYLAND |
| Postal Code: | 20850 |
| Entity Type: | LIMITED LIABILITY COMPANY: |

PROPERTY NUMBERS Total: 11

| Property Type | Number | Word Mark |
|----------------------|----------|---|
| Registration Number: | 3443111 | CENTER FOR FINANCIAL RESEARCH & ANALYSIS |
| Registration Number: | 3270822 | CFRA |
| Registration Number: | 3270820 | CFRA |
| Registration Number: | 3454803 | CFRA ACCOUNTING LENS |
| Serial Number: | 76666806 | CFRA CENTER FOR FINANCIAL RESEARCH & ANALYSIS |
| Registration Number: | 3456094 | CFRA LEGAL EDGE |
| Registration Number: | 3270823 | ESTABLISHED LEADER. TRUSTED PARTNER. |
| Serial Number: | 76666809 | INDUSTRY RISK ASSESSMENT PROFILE |
| Serial Number: | 76666811 | IRAP |
| Registration Number: | 3374678 | QUICKSCORE |
| Registration Number: | 3270835 | |

CORRESPONDENCE DATA

900116180

**TRADEMARK
 REEL: 003853 FRAME: 0628**

OP \$290.00 3443111

Fax Number: (212)981-1014
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-981-1076
Email: karen.nemeth@riskmetrics.com
Correspondent Name: RiskMetrics Group, Inc.
Address Line 1: One Chase Manhattan Plaza, 44th Floor
Address Line 2: Attn: Karen Nemeth
Address Line 4: New York, NEW YORK 10005

| | |
|-------------------------|----------------|
| ATTORNEY DOCKET NUMBER: | CFRA TMS |
| NAME OF SUBMITTER: | Karen Nemeth |
| Signature: | /Karen Nemeth/ |
| Date: | 09/16/2008 |

Total Attachments: 3
source=CFRA Into ISS Merger Certificates#page1.tif
source=CFRA Into ISS Merger Certificates#page2.tif
source=CFRA Into ISS Merger Certificates#page3.tif

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:

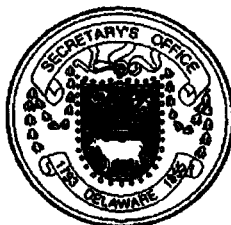
"CENTER FOR FINANCIAL RESEARCH AND ANALYSIS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "RMG-CFRA, LLC" UNDER THE NAME OF "RMG-CFRA, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 2008, AT 5:25 O'CLOCK P.M.

3716763 8100M

080653997

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6630435

DATE: 06-02-08

TRADEMARK
REEL: 003853 FRAME: 0630

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:45 PM 06/02/2008
FILED 05:25 PM 06/02/2008
SRV 080653997 - 3716763 FILE

CERTIFICATE OF MERGER
of
Center for Financial Research and Analysis, LLC
into
RMG-CFRA, LLC

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act

Each undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY THAT:

FIRST: The name and state of formation of each of the constituent entities of the merger are as follows:

- (a) RMG-CFRA, LLC, a Delaware limited liability company, and
- (b) Center for Financial Research and Analysis, LLC, a Delaware limited liability company.

SECOND: An agreement and plan of merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company is RMG-CFRA, LLC, a Delaware limited liability company.

FOURTH: The executed Merger Agreement is on file at the principal place of business of the surviving limited liability company. The address of said principal place of business is: 2099 Gaither Road, Suite 501, Rockville, MD 20850.

FIFTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any member of the Center for Financial Research and Analysis, LLC or RMG-CFRA, LLC.

SIXTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.


IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed by a duly authorized officer on this 1st day of June, 2008.

RMG-CFRA, LLC

By: 

Marc Ethan Berman
President

Center for Financial Research and Analysis, LLC

By: 

Marc Ethan Berman
President