

09-28-1999



101156945

MARKS ONLY

Box Assignments
Commissioner of Patents &
Washington, D.C. 20231

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.


<p>1. Name of conveying party(ies): mrd Financial Proformas, Inc. 9-27-99</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State: Delaware <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Moody's Risk Management Services, Inc. Address: 1350 Treat Blvd., Ste. 400 Walnut Creek, CA 94596</p> <p><input type="checkbox"/> Individual(s) Citizenship: <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State: Delaware <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S., a domestic representative designation is attached in document separate from assignment: <input type="checkbox"/> Yes <input type="checkbox"/> No Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: January 12, 1999</p>	<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/376385 for ACCELERATE! SUCCESS 75/376386 for ACCELERATE! DECISIONS 75/376387 for ACCELERATE! EXPERTISE Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No B. Trademark Registration No.(s)</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Douglas E. White, Esq. Attorney at Law 14 Camino Sobrante Orinda, CA 94563</p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41): \$90 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

9. Statement and signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.



Douglas E. White
Reg. No. 30,435

Dated: September 22, 1999

Number of pages comprising cover sheet:	1
Total number of pages (cover sheet and documents):	3

Atty. Docket No. 5215014 \tblb

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02 FC:482 50.00 OP

TRADEMARK
REEL: 001966 FRAME: 0480

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "FINANCIAL PROFORMAS, INC.", CHANGING ITS NAME FROM "FINANCIAL PROFORMAS, INC." TO "MOODY'S RISK MANAGEMENT SERVICES, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 1999, AT 2:30 O'CLOCK P.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

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991011235

AUTHENTICATION: 9515085

DATE: 01-12-99

(TUE) 1 12 99 14:39/ST. 14:38/NO. 4862069466 P

FROM CONFIRMATION TRUST 307-655-5049

05/21/99 FRI 14:57 FAX 1 925 945 1162
JAN 11 '99 14:08 FR 4B-CORP SEC GRP

Moody's Risk Mgmt Svcs
908 665 5367 TO 913026555049

0008
P.04/04
05:PT 66, 21 NRI
P.02/02

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FINANCIAL PROFORMAS, INC.**

* * * * *

Financial Proformas, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by resolution duly adopted by unanimous written consent, declared it advisable that the Certificate of Incorporation of said corporation be amended by amending Article 1 to read in its entirety as follows:

"The name of the corporation is **Moody's Risk Management Services, Inc.**"

SECOND: That such amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, as amended (the "DGCL") and has been consented to in writing by the sole shareholder in accordance with Section 22B of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed this 8th day of January, 1999.

Mitchell C. Susseis
Mitchell C. Susseis, Secretary

Attest: *Patricia A. Clifford*
Patricia A. Clifford
Assistant Secretary

(TUE) 1.12.99 14:39/ST.14:38/NO.4862069466 P. 8

605-559-206 FAX NO 11141111111111111111
** TOTAL PAGE. 04 **