

02-02-2000



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Box Assignments **RECEIVED** 101255823
Commissioner of Patents and Trademarks
Washington, D.C. 20231
TRADEMARKS ONLY

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

200 JAN -4 PM 12:34

DPR/FINANCE

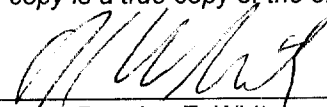
<p>1. Name of conveying party(ies): Financial Proformas, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State: Delaware <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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>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>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 75/585721 for RISK SCORE 75/559955 for ACCELERATE RISK SCORE</p> <p>B. Trademark Registration No.(s)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Douglas E. White, Esq. Attorney at Law 14 Camino Sobrante Orinda, CA 94563</p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 CFR 3.41): \$65</p> <p><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: December 31, 1999

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

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to Assistant Commissioner for Trademarks, 2300 Crystal Drive, Arlington, VA 22202-3513, on December 31, 1999.
Douglas E. White, Reg. No. 30,435
Dated: December 31, 1999

02/01/2000 DNGUYEN 00000232 75585721

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Atty. Docket No. 5215019 t/blk

TRADEMARK
REEL: 002014 FRAME: 0471

**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. Sussis, Secretary

Attest: 
Patricia A. Clifford
Assistant Secretary

State of Delaware
Office of the Secretary of State

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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

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