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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies): <u>Rogers, Casey & Associates, Inc.</u></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 <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>BARRA RogersCasey, Inc.</u> Internal Address: _____ Street Address: <u>1 Parkland Drive</u> City: <u>Darien</u> State: <u>CT</u> Zip: <u>06820</u></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 <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 21, 1999</u></p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2,005,346</u> <u>2,088,069</u></p> <p>Additional number(s) 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: Name: <u>Michael P. Hammond, Esq.</u> Internal Address: <u>Day, Berry & Howard LLP</u> <u>CityPlace I</u> Street Address: <u>185 Asylum Street</u> City: <u>Hartford</u> State: <u>CT</u> Zip: <u>06103</u></p>	<p>6. Total number of applications and registrations involved: 2</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>500546</u></p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></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.

Michael P. Hammond, Esq. 7/14/02
Name of Person Signing Signature Date

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Total number of pages including cover sheet, attachments, and document

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

AMENDED AND RESTATED
AGREEMENT AND PLAN OF MERGER
OF

BARRA ROGERSCASEY, INC.,
a Delaware Corporation,

AND

ROGERS, CASEY & ASSOCIATES, INC.
a Delaware Corporation

AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER (the "Agreement") entered into as of June 21, 1999 by Rogers, Casey & Associates, Inc., a Delaware corporation (the "Merging Corporation") and BARRA RogersCasey, Inc., a Delaware corporation (the "Surviving Corporation").

WHEREAS, reference is made to the Agreement and Plan of Merger entered into on June 21, 1999 ("Original Agreement") by the Merging Corporation and the Surviving Corporation;

WHEREAS, the parties hereto wish to amend and restate the Original Agreement;

WHEREAS, the respective Boards of Directors of the Merging Corporation and the Surviving Corporation have each duly approved the merger contemplated by this Agreement (the "Merger") of the Merging Corporation with and into the Surviving Corporation upon the terms and subject to the conditions set forth in this Agreement and in accordance with the Delaware General Corporation Law;

WHEREAS, the Merging Corporation is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, City of Wilmington, County of New Castle;

WHEREAS, the total number of shares of stock which the Merging Corporation has authority to issue is 200,000 shares of Common Stock with a par value of \$0.10, 95,582 shares of which are outstanding and held by BARRA, Inc. ("BARRA");

WHEREAS, the Surviving Corporation is a business corporation of the State of Delaware with its registered office therein located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which the Surviving Corporation has authority to issue is 1,000 shares, all of which are of one class with a par value of \$0.10 and all of which are currently outstanding and held by the Merging Corporation;

WHEREAS, the Merging Corporation and the Surviving Corporation and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and in the

best interests of said corporations and their respective stockholders to merge the Merging Corporation with and into the Surviving Corporation pursuant to the provisions of the Delaware General Corporation Law upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Merging Corporation and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by the Surviving Corporation and approved by a resolution adopted by its Board of Directors, the Agreement and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. The Merging Corporation and the Surviving Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, the Surviving Corporation, which shall be the surviving corporation from and after the effective time of the Merger, and which shall continue to exist as said Surviving Corporation under the name BARRA RogersCasey, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of the Merging Corporation shall cease at said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present Bylaws of the Surviving Corporation will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers of the Surviving Corporation at the effective time of the Merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. Issued shares of the Merging Corporation shall, at the effective time of the Merger, be converted into shares of the Surviving Corporation at the ratio of 95.582 shares of the Merging Corporation to one share of the Surviving Corporation. Each issued share of the Surviving Corporation issued and outstanding before the effective time of the Merger shall, at the effective time of the Merger, be canceled and retired and no consideration shall be delivered in exchange therefor. The resulting 1,000 shares of the Surviving Corporation outstanding at the effective time of the Merger shall be held by BARRA.

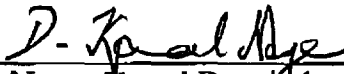
6. In the event that this Agreement shall have been fully approved and adopted upon behalf of the Merging Corporation and of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any documents or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the Merger herein provided for.

7. The respective Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger herein provided for.

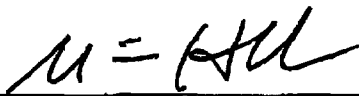
8. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes of the Merging Corporation and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

IN WITNESS WHEREOF, the Agreement is hereby executed upon behalf of each of the constituent corporations parties thereto.

BARRA ROGERSCASEY, INC.,
a Delaware corporation

By: 
Name: Kamal Duggi
Title: President

ROGERS, CASEY & ASSOCIATES, INC.,
a Delaware corporation

By: 
Name: Maria Hekker
Title: Secretary

**EXHIBIT A
TO
AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER
OF BARRA ROGERSCASEY, INC. AND
ROGERS, CASEY & ASSOCIATES, INC.**

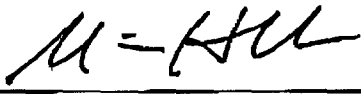
**CERTIFICATE OF SECRETARY
OF MERGING CORPORATION**

CERTIFICATE OF SECRETARY
OF
ROGERS, CASEY & ASSOCIATES, INC.

The undersigned, being the Secretary of Rogers, Casey & Associates, Inc., a Delaware corporation, does hereby certify that the foregoing Amended and Restated Agreement and Plan of Merger (the "Agreement") was submitted to the sole stockholder, the holder of all of the outstanding stock of said corporation, and written consent has been given to the adoption of the foregoing Agreement by the sole stockholder, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated as of: June 21, 1999

By:



Name: Maria Hekker
Title: Secretary

**EXHIBIT B
TO
AMENDED AND RESTATED AGREEMENT AND PLAN OF MERGER
OF BARRA ROGERSCASEY, INC. AND
ROGERS, CASEY & ASSOCIATES, INC.**

**CERTIFICATE OF SECRETARY
OF SURVIVING CORPORATION**


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CERTIFICATE OF SECRETARY**OF****BARRA ROGERSCASEY, INC.**

The undersigned, being the Secretary of BARRA RogersCasey, Inc., a Delaware corporation, does hereby certify that the foregoing Amended and Restated Agreement and Plan of Merger (the "Agreement") was submitted to the sole stockholder, the holder of all of the outstanding stock of said corporation, and written consent has been given to the adoption of the foregoing Agreement by the sole stockholder, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated as of: June 21, 1999

By:



Name: Maria Helker

Title: Secretary

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