

Form PTO-1594 (Rev. 10/02) OMB No. 0851-0027 (exp. 6/30/2005)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

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

1. Name of conveying party(ies):

Barra Rogers Casey, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-State Delaware

Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Rogers Casey, Inc.

Internal Address: _____

Street Address: One Parklands Drive

City: Darien State: CT Zip: 06820

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: March 28, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

2,088,069

2,005,346

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Beckly L. Troutman

Internal Address: Thelen Reid & Priest LLP

Street Address: P.O. Box 190187

City: San Francisco State: CA Zip: 94119

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

Enclosed


Authorized to be charged to deposit account

8. Deposit account number:

500918

DO NOT USE THIS SPACE

9. Signature.

Becky L. Troutman  March 19, 2003

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

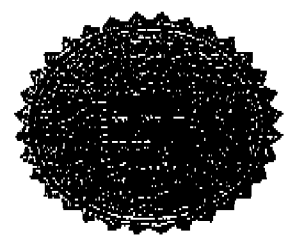
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington D.C. 20231

Delaware

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 AMENDMENT OF "BARRA ROGERSCASEY, INC.", CHANGING ITS NAME FROM "BARRA ROGERSCASEY, INC." TO "ROGERSCASEY, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

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AUTHENTICATION 1699130
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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BARRA ROGERSCASEY, INC.**

BARRA ROGERSCASEY, INC., a corporation (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: The sole Director of the Corporation, by written consent given in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, adopted the following resolution:

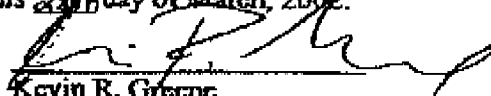
RESOLVED that the sole Director hereby declares it advisable and in the best interest of the Corporation that Article FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of the corporation is: RogersCasey, Inc. (the "Corporation").

SECOND: The said amendment has been consented to and authorized by the sole stockholder of the issued and outstanding stock entitled to vote, by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: The said amendment was duly adopted in accordance with the applicable provisions of Sections 242, 228 and 141(f) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Kevin R. Greene, its Chairman, this 23rd day of March, 2003.


Kevin R. Greene
Chairman

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/28/2002
020205268 - 2187506

NY #435778 v2

TOTAL P.:

RECORDED: 03/19/2003

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