

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/06/2008
CONVEYING PARTY DATA	
Name	Execution Date
RMG-IRH, Inc.	06/06/2008
RECEIVING PARTY DATA	
Name:	Institutional Shareholder Services Inc.
Street Address:	2099 Gaither Road, Suite 501
City:	Rockville
State/Country:	MARYLAND
Postal Code:	20850
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11073096
CORRESPONDENCE DATA	
Fax Number:	(212)981-1014
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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 08822
ATTORNEY DOCKET NUMBER:	20050267828 CFRA
NAME OF SUBMITTER:	Karen Nemeth
Total Attachments: 3	
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REEL: 021533 FRAME: 0890



# Delaware

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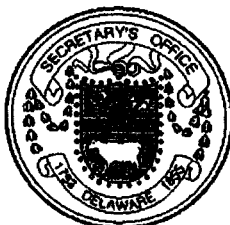
*The First State*

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:

"RMG-IRH, INC.", A DELAWARE CORPORATION,

WITH AND INTO "INSTITUTIONAL SHAREHOLDER SERVICES INC." UNDER THE NAME OF "INSTITUTIONAL SHAREHOLDER SERVICES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JUNE, A.D. 2008, AT 12:49 O'CLOCK P.M.

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



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6643999

DATE: 06-09-08

PATENT  
REEL: 021533 FRAME: 0892

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:49 PM 06/06/2008  
FILED 12:49 PM 06/06/2008  
SRV 080669721 - 3018063 FILE

**CERTIFICATE OF MERGER**  
of  
**RMG-IRH, INC.**  
into  
**INSTITUTIONAL SHAREHOLDER SERVICES INC.**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware

The undersigned corporations organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DO HEREBY CERTIFY THAT:**

**FIRST:** The name and state of incorporation of each of the constituent corporations of the merger are as follows:

- (a) RMG-IRH, INC., a Delaware corporation, and
- (b) Institutional Shareholder Services Inc., a Delaware corporation.

**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 251 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is Institutional Shareholder Services Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of Institutional Shareholder Services Inc. shall be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the laws of the state of its incorporation.


**FIFTH:** The executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place of business is: 2099 Gaither Road, Suite 501, Rockville, MD 20850.

**SIXTH:** A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.


**SEVENTH:** 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-IRH, INC.**

By:   
Marc Ethan Berman  
President

**INSTITUTIONAL SHAREHOLDER SERVICES  
INC.**

By:   
Marc Ethan Berman  
President