

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0851-0027 (exp. 6/30/2005)

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

Sedgwick, Inc.

- Individual(s)
- General Partnership
- Corporation-State- Delaware
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) Delaware

Execution Date(s) May 20, 1999

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

**4. Application number(s) or registration number(s) and**

A. Trademark Application No.(s)

Identification or description of the Trademark.

B. Trademark Registration No.(s)

2,193,182

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Kim A. Walker, Esq.

Internal Address: Willkie Farr & Gallagher LLP

Street Address: 787 Seventh Avenue

City: New York

State: New York Zip: 10019-6099

Phone Number: (212) 728-8000

Fax Number: (212) 728-8111

Email Address: kwalker@willkie.com

**6. Total number of applications and registrations involved:**

1

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 23-2405

Authorized User Name Kim A. Walker, Esq.

**9. Signature:**

Kim A. Walker  
Signature

October 6, 2004  
Date

Kim A. Walker

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

# Delaware

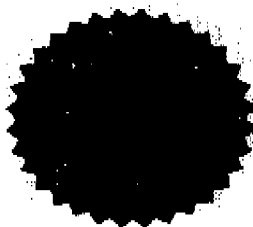
PAGE 1

*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 OWNERSHIP, WHICH MERGES:

"SEDGWICK, INC.", A DELAWARE CORPORATION,

WITH AND INTO "J&H MARSH & MCLENNAN, INC." UNDER THE NAME OF "J&H MARSH & MCLENNAN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 1999, AT 1:01 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3396429

TRADEMARK

DATE: 10-06-11  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:01 PM 05/20/1999  
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## CERTIFICATE OF OWNERSHIP AND MERGER

OF

SEDGWICK, INC.  
(a Delaware corporation)

WITH AND INTO

J&H MARSH & MCLENNAN, INC.  
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, J&H Marsh & McLennan, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

FIRST: The Company was incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Company owns all of the issued and outstanding capital stock of Sedgwick, Inc., a Delaware corporation ("Sedgwick").

THIRD: The Company, by resolutions of its Board of Directors duly adopted on May 20, 1999 in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, in the form annexed hereto as Exhibit A, determined to merge Sedgwick with and into the Company (the "Merger") upon the terms and conditions set forth in such resolutions, which have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The name of the corporation surviving the Merger is J&H Marsh & McLennan, Inc.

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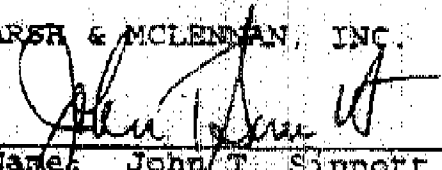
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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger on behalf of the surviving corporation on this 20<sup>th</sup> day of May, 1999 and affirms that the statements made herein are true under penalties of perjury.

J&H MARSH & MCLENDEN, INC.

By:   
Name: John T. Sinnott  
Title: Chief Executive Officer

**UNANIMOUS WRITTEN CONSENT OF  
THE EXECUTIVE COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
J&H MARSH & McLENNAN, INC.**

RESOLVED, that Sedgwick, Inc., a Delaware corporation ("Sedgwick"), a wholly-owned subsidiary of the Company, shall be merged with and into the Company (the "Merger"), the separate existence of Sedgwick thereupon shall cease, and the Company shall be the surviving corporation in the Merger (the "Surviving Corporation").

RESOLVED FURTHER, that the Merger shall become effective when a duly executed copy of the Certificate of Ownership and Merger has been filed with the office of the Secretary of State of the State of Delaware (the "Effective Date").

RESOLVED FURTHER, that as of the Effective Date, all the assets, rights, interests, obligations and liabilities of Sedgwick shall, by virtue of the Merger, become the assets, rights, interests, obligations and liabilities of the Company.

RESOLVED FURTHER, that as of the Effective Date, all issued and outstanding shares of the capital stock of Sedgwick shall be canceled and shall cease to exist.

RESOLVED FURTHER, that the Certificate of Incorporation and By-Laws of the Company shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation in the Merger.

RESOLVED FURTHER, that as of the Effective Date, each of the employee benefit plans of Sedgwick listed in Exhibit A hereto (collectively, the "Sedgwick Plans") hereby is amended in the following respects without the need for taking any further action:

(a) The power to amend and terminate the Sedgwick Plans may be exercised by the Managing Director in charge of Human Resources of the Surviving Corporation;

(b) All other powers of the board of directors of Sedgwick under the terms of the Sedgwick Plans shall be exercisable by the Managing Director in charge of Human Resources of the Surviving Corporation;

(c) Subject to the terms of each Sedgwick Plan, as the same may be amended pursuant to clauses (a) or (b) above, an employee shall be eligible to participate in a Sedgwick Plan after the Effective Date only if such employee was an employee on the Sedgwick payroll as of the Effective Date and employed in a classification of employees eligible for Sedgwick Plan benefits.

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and empowered, for, in the name of and on behalf of the Company, to do and perform all such further acts and things including, but not limited to executing

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and delivering and, where necessary or appropriate, filing with the appropriate governmental agencies all such certificates, articles, agreements, documents, instruments, receipts or other papers and making all such payments, including payments of all fees and expenses, as in the judgment of such officer shall be necessary, desirable or appropriate to carry out and effectuate the intent of the foregoing resolutions.

RESOLVED FURTHER, that as sole stockholder of Sedgwick, the Company hereby approves the Merger of Sedgwick with and into the Company.

Dated: May 20, 1999

#### EXHIBIT A TO RESOLUTIONS:

##### SEDGWICK PLANS

Sedgwick Medical and Dental Trust  
CIGNA Dental Health Plan  
Employee Assistance Program  
Health Care and Dependent Care Flexible Spending Account Plan  
Short Term Disability Plan  
Long Term Disability Plan  
Group Life, Accidental Death & Dismemberment, and Dependents Life Insurance  
Voluntary Personal Accident Insurance Plan Business Travel Accident Insurance Plan  
Sedgwick Retirement Plan  
Sedgwick Excess Retirement Plan  
Sedgwick Re Supplemental Retirement Plan  
Sedgwick Supplemental Executive Retirement Plan  
Sedgwick Savings and Investment Plan  
Sedgwick Deferred Compensation Plan (Plans B and C)  
Severance Pay Plan