

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Mercer Human Resource Consulting, Inc.		09/12/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Mercer (US) Inc.
<b>Street Address:</b>	1166 Avenue of the Americas
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10036-2774
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 56**

Property Type	Number	Word Mark
Registration Number:	3336329	WORKFORCE ARCHITECTURE
Registration Number:	3319786	MERCER SENTINEL
Registration Number:	3287840	MERCERPASSPORT
Registration Number:	3217819	HCIQ
Registration Number:	3143495	MUPCS
Registration Number:	3137135	MERCER UNIVERSAL POSITION CODING SYSTEM
Registration Number:	3060178	MERCER BENEFITSUITE
Registration Number:	3143117	SPDIGITAL
Registration Number:	3311540	MERCER HEALTHONLINE
Registration Number:	2546747	HR OPERATIONS SCANNER
Registration Number:	3171883	IMANAGE
Registration Number:	3125343	BENEFITS OUTLOOK
Registration Number:	3125336	MERCER USER EXPERIENCE SCORECARD
Registration Number:	3113422	MERCER EMPLOYEE ENGAGEMENT TOOLKIT

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Registration Number:	3093562	WHAT'S WORKING
Registration Number:	3061640	BENEFITBASICS
Registration Number:	3052212	CONTINGENTMONITOR
Registration Number:	3019127	COMMUNICATION FOR IMPACT
Registration Number:	3000496	DIGITAL VALUE ZONE
Registration Number:	2961908	MEET
Registration Number:	2881291	EPRISM
Registration Number:	2977721	HR IQ
Registration Number:	2857737	CHOOSE WELL, USE WELL
Registration Number:	2977553	RETIRE@EASE PLANNER
Registration Number:	2894641	LILI
Registration Number:	2827368	PAYMONITOR
Registration Number:	2993620	MERCER BENEFITSMONITOR
Registration Number:	2839665	GLOBAL HRMONITOR
Registration Number:	2915564	MERCERHRMETRICS
Registration Number:	2927201	EPRISM
Registration Number:	2770465	BUSINESS IMPACT MODELING
Registration Number:	2765911	HUMAN CAPITAL SCAN
Registration Number:	2816228	HUMAN CAPITAL ASSESSMENT
Registration Number:	2816227	EXTERNAL LABOR MARKET (ELM) ANALYSIS
Registration Number:	2816226	INTERNAL LABOR MARKET (ILM) ANALYSIS
Registration Number:	2816225	PERFORMANCE SENSITIVITY ANALYSIS
Registration Number:	2945426	MERCER
Registration Number:	2902605	MERCER
Registration Number:	2907461	MERCER
Registration Number:	2638066	MERCER
Registration Number:	2635835	MERCER HEALTH PLAN SOLUTIONS
Registration Number:	2624861	MERCERMERGE
Registration Number:	2662551	MERCERPRISM
Serial Number:	78639371	MERCER RETIREMENT SOLUTIONS
Serial Number:	78633415	TOTAL REWARDS COST MODELER
Serial Number:	78885898	HUMAN CAPITAL INTELLIGENCE
Serial Number:	78883301	M-POWER YOUR PEOPLE M-POWER YOUR COMPANY
Serial Number:	78699079	MERCER FIDUCIARY MANAGEMENT DIAGNOSTIC
Serial Number:	78699073	MERCER FIDUCIARY MD

Serial Number:	78763578	MERCER WEALTH SOLUTIONS
Serial Number:	78565629	MERCER HR SERVICES
Serial Number:	77138753	EXPATMONITOR
Serial Number:	77096413	MERCER CMS
Serial Number:	77095525	MERCER CAPITAL MARKETS SIMULATOR
Serial Number:	77168726	MERCER RETIREMENT LEGAL LIABILITY MANAGEMENT
Serial Number:	76579364	MERCER RETIREMENT ONE

**CORRESPONDENCE DATA**

Fax Number: (212)259-2501  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2124082500  
Email: nytmdpt@bakerbotts.com  
Correspondent Name: Doreen L. Costa  
Address Line 1: Baker Botts LLP  
Address Line 2: 30 Rockefeller Plaza  
Address Line 4: New York, NEW YORK 10112

NAME OF SUBMITTER:	Doreen L. Costa
Signature:	/Doreen L. Costa/
Date:	11/27/2007

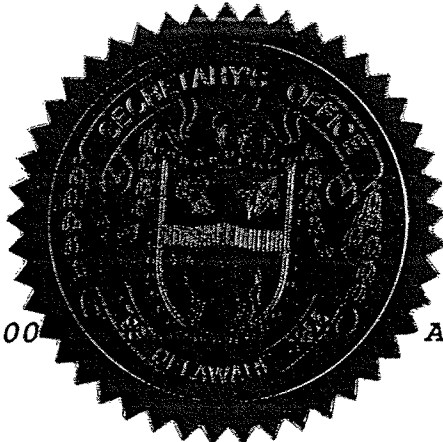
Total Attachments: 2  
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source=mercer-us-con-cert#page2.tif

# 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 AMENDMENT OF "MERCER HUMAN RESOURCE CONSULTING, INC.", CHANGING ITS NAME FROM "MERCER HUMAN RESOURCE CONSULTING, INC." TO "MERCER (US) INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2007, AT 11:08 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0814204 8100

AUTHENTICATION: 6079861

071042777

DATE: 10-17-07

TRADEMARK  
REEL: 003667 FRAME: 0366

CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED  
CERTIFICATE OF INCORPORATION  
\*\*\*\*\*

Mercer Human Resource Consulting, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the corporation, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation of Mercer Human Resource Consulting, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

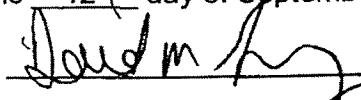
"The name of the corporation is Mercer (US) Inc."

SECOND: That in lieu of a meeting and vote of the stockholder, the stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on September 12, 2007.

IN WITNESS WHEREOF, said Corporation has caused this restated certificate to be signed by David M. Goldenberg, its Secretary, this 12<sup>th</sup> day of September 2007.

  
By \_\_\_\_\_ Secretary \_\_\_\_\_ \*  
(Title)

\*Any authorized officer may execute this certificate.