

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/06/2010		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
RSI Stewardship, LLC		01/06/2010	LIMITED LIABILITY COMPANY: TEXAS
<b>RECEIVING PARTY DATA</b>			
Name:	The Pursuant Group, Inc.		
Street Address:	2600 Technology Drive		
Internal Address:	Suite 700		
City:	Plano		
State/Country:	TEXAS		
Postal Code:	75074		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Registration Number:	2924024	VISCERN	
Registration Number:	2860933	V	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(214)969-1751		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214-969-1700		
Email:	deborah.lively@tklaw.com		
Correspondent Name:	Deborah L. Lively, Thompson & Knight LLP		
Address Line 1:	1722 Routh Street		
Address Line 2:	Suite 1500		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	009259.000001		

CH \$65.00 2924024

**900160872**

**TRADEMARK  
 REEL: 004195 FRAME: 0708**

NAME OF SUBMITTER:	Deborah L. Lively
Signature:	/deborah l. lively/
Date:	04/29/2010
<p>Total Attachments: 10 source=Merger#page1.tif source=Merger#page2.tif source=Merger#page3.tif source=Merger#page4.tif source=Merger#page5.tif source=Merger#page6.tif source=Merger#page7.tif source=Merger#page8.tif source=Merger#page9.tif source=Merger#page10.tif</p>	

Form 623  
(Revised 12/08)  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
Filing Fee: see instructions



Parent-Subsidiary  
Certificate of Merger  
Business Organizations Code

This space reserved for office use.

FILED  
In the Office of the  
Secretary of State of Texas

JAN 07 2010

Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

The Pursuant Group, Inc.

Name of Organization

The organization is a For-Profit Corporation It is organized under the laws of

*Specify organizational form (e.g., for-profit corporation)*

Delaware USA The file number, if any, is 800879174

State

Country

*Texas Secretary of State file number*

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

2711 Centerville Road, Suite 400 Wilmington DE USA

Street Address

City

State Country

Subsidiary 1

RSI Stewardship, LLC

Name of Organization

The organization is a Limited Liability Company It is organized under the laws of:

*Specify organizational form (e.g., for-profit corporation)*

Texas USA The file number, if any, is 801078999

State

Country

*Texas Secretary of State file number*

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
100%			100%	100%

The organization will survive the merger.  The organization will not survive the merger.

Subsidiary 2

Ketchum Fundraising Services, LLC

Name of Organization

The organization is a Limited Liability Company It is organized under the laws of:

*Specify organizational form (e.g., for-profit corporation)*

Texas USA The file number, if any, is: 801079010  
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address	City	State	Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:			
Number of ownership interests outstanding	Class	Series	Percentage Owned
100%			100%

The organization will survive the merger.  The organization will not survive the merger.

Subsidiary 3

See Attached.

Name of Organization  
The organization is a: \_\_\_\_\_ It is organized under the laws of:  
*Specify organizational form (e.g., for-profit corporation)*

\_\_\_\_\_ The file number, if any, is: \_\_\_\_\_  
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address	City	State	Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:			
Number of ownership interests outstanding	Class	Series	Percentage Owned

The organization will survive the merger.  The organization will not survive the merger.

### Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 12/17/2009  
*mm/dd/yyyy*

### Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization / Jurisdiction Entity Type (See instructions)

Principal Place of Business Address / City State Zip Code

<i>Name of New Organization 2</i>	<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
<i>Principal Place of Business Address</i>	<i>City</i>	<i>State Zip Code</i>
<i>Name of New Organization 3</i>	<i>Jurisdiction</i>	<i>Entity Type (See instructions)</i>
<i>Principal Place of Business Address</i>	<i>City</i>	<i>State Zip</i>

**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
  - B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
  - C.  This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_
- The following event or fact will cause the document to take effect in the manner described below:
- \_\_\_\_\_

**Tax Certificate**

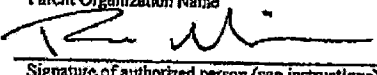
- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: December 31, 2009

The Pursuant Group, Inc.  
 Parent Organization Name

  
 Signature of authorized person (see instructions)

Ross Miller, Chief Operating Officer  
 Printed or typed name of authorized person

Subsidiary 3:

Truthcasting Media Group, LLC

The organization is a limited liability company. It is organized under the laws of the state of Texas, USA. The file number is 800552054. The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of Ownership Interests Outstanding: 100%  
Number owned by parent: 100%  
Percentage Owned: 100%

The organization will not survive the merger.

Subsidiary 4:

Pursuant Phone Services, LLC

The organization is a limited liability company. It is organized under the laws of the state of Texas, USA. The file number is 801097978. The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of Ownership Interests Outstanding: 100%  
Number owned by parent: 100%  
Percentage Owned: 100%

The organization will not survive the merger.

Subsidiary 5:

Pursuant Agency, LLC

The organization is a limited liability company. It is organized under the laws of the state of Texas, USA. The file number is 801097973. The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of Ownership Interests Outstanding: 100%  
Number owned by parent: 100%  
Percentage Owned: 100%

The organization will not survive the merger.

Subsidiary 6:

Pursuant Financial Services, LLC

The organization is a limited liability company. It is organized under the laws of the state of Texas, USA. The file number is 801169067. The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of Ownership Interests Outstanding: 100%

Number owned by parent: 100%

Percentage Owned: 100%

The organization will not survive the merger.

Subsidiary 7:

Pursuant Charitable Partners, LLC

The organization is a limited liability company. It is organized under the laws of the state of Texas, USA. The file number is 801019609. The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of Ownership Interests Outstanding: 100%

Number owned by parent: 100%

Percentage Owned: 100%

The organization will not survive the merger.

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") dated as of January 6, 2010, is made by and between RSI STEWARDSHIP, LLC, a Texas limited liability company (the "Company"), and THE PURSUANT GROUP, INC., a Delaware corporation ("Pursuant").

### WITNESSETH:

WHEREAS, the Company is a limited liability company organized and existing under the laws of the State of Texas and a wholly owned subsidiary of Pursuant;

WHEREAS, Pursuant is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the sole member (the "Member") of the Company and the Board of Directors of Pursuant have determined that it is desirable to merge the Company with and into Pursuant with Pursuant being the surviving entity (such merger being hereinafter referred to as the "Merger").

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that the Company shall be merged with and into Pursuant upon the terms and conditions hereinafter set forth.

### ARTICLE I

#### Merger

On the Effective Date (as defined below) of the Merger (i) the Company shall be merged with and into Pursuant, (ii) the separate legal existence of the Company shall cease and terminate, and (iii) Pursuant (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of The Pursuant Group, Inc. by virtue of, and shall be governed by, the laws of the State of Delaware. The address of the registered office of the Surviving Corporation in the State of Delaware will be 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

### ARTICLE II

#### Certificate of Incorporation of Surviving Corporation

The Certificate of Incorporation of Pursuant shall be the Certificate of Incorporation of the Surviving Corporation as in effect on the date hereof without change, unless and until amended in accordance with applicable law.



### ARTICLE III

#### Bylaws of the Surviving Corporation

The Bylaws of Pursuant shall be the Bylaws of the Surviving Corporation as in effect on the date hereof without change, unless and until amended or repealed in accordance with applicable law.

### ARTICLE IV

#### Effect of Merger on Ownership Interests of Constituent Corporations

4.01 On the Effective Date, each membership unit of the Company ("Company Units") shall be canceled and no shares of Pursuant, whether common shares or preferred shares, shall be issued in respect thereof.

4.02 On and after the Effective Date, the sole owner of all such Company Units shall not be entitled to exercise any voting and other rights with respect to such Company Units.

4.03 The stock of Pursuant issued and outstanding immediately prior to the Merger will remain issued and outstanding upon the effectiveness of the Merger.

### ARTICLE V

#### Corporate Existence, Powers and Liabilities of Surviving Corporation

5.01 On the Effective Date, the separate legal existence of the Company shall cease and terminate. The Company shall be merged with and into Pursuant, the Surviving Corporation, in accordance with the provisions of this Agreement. Thereafter (i) the Surviving Corporation shall possess all the rights, privileges, powers and franchises, and shall be subject to all the restrictions, disabilities and duties of each of the Company and Pursuant, (ii) all and singular, the rights, privileges, powers and franchises of each of the Company and Pursuant, and all property, real, personal and mixed, and all debts due to each of them on whatever account, shall be vested in Pursuant, (iii) all property, rights, privileges, powers and franchises, and all and every other interest of each of the Company and Pursuant shall be thereafter the property of the Surviving Corporation, (iv) the title to any real estate, whether by deed or otherwise, vested in the Company and Pursuant, or either of them, shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of the parties hereto, shall be preserved, unimpaired, and (v) all debts, liabilities and duties of the Company and Pursuant, shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it such that, among other things, the Surviving Corporation will be responsible for the payment of all fees and franchise taxes and that the Surviving Corporation will be obligated to pay such fees and franchise taxes if the same are not timely filed.

5.02 The Company agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds, assignments and other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest, of the Company and otherwise to carry out the intent and purposes of this Agreement.

## ARTICLE VI

### Officers and Directors of Surviving Corporation

6.01 Upon the Effective Date, the officers and directors of Pursuant shall be the officers and directors of the Surviving Corporation in office at such date, and such persons shall hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation or until their respective successors shall have been appointed or elected.

6.02 If, upon the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by its Certificate of Incorporation and Bylaws.

## ARTICLE VII

### Approval by Directors; Effective Date; Amendment

7.01 This Agreement and the Merger contemplated hereby are subject to approval by the requisite vote of the Board of Directors of Pursuant in accordance with the applicable laws of the State of Delaware. As promptly as practicable after approval of this Agreement by the Board of Directors of Pursuant in accordance with applicable law, duly authorized officers of the respective parties shall make and execute a Certificate of Merger and shall cause the Certificate of Merger to be filed with the Secretary of State of Delaware in accordance with the laws of the State of Delaware and with the Secretary of State of Texas in accordance with the laws of the State of Texas.

7.02 The Effective Date of the Merger shall be January 6, 2010.

7.03 The Board of Directors of Pursuant may amend this Agreement at any time prior to the Effective Date.

## ARTICLE VIII

### Termination of Merger

This Agreement may be terminated and the Merger abandoned at any time prior to the filing of the Certificate of Merger with the Secretary of State of Delaware and the Secretary of State of Texas by the written consent of the Board of Directors of Pursuant.

**ARTICLE IX**

**Miscellaneous**

In order to facilitate the filing and recording of this Agreement, this Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all such counterparts shall together constitute one and the same instrument.

*Signature Page Follows*


IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers, all as of the day and year first above written.

RSI STEWARDSHIP, LLC,  
a Texas limited liability company

By: THE PURSUANT GROUP, INC.,  
a Delaware corporation  
its sole member

By:   
\_\_\_\_\_  
Ross Miller, Chief Operating Officer

THE PURSUANT GROUP, INC.,  
a Delaware corporation

  
\_\_\_\_\_  
Ross Miller, Chief Operating Officer