

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Mercer LLC		07/30/2010	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mercer (US) Inc.		
<b>Street Address:</b>	1166 Avenue of the Americas		
<b>Internal Address:</b>	25th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3492427	DYNASURV	
<b>Registration Number:</b>	2965974	ORC WORLDWIDE	
<b>Registration Number:</b>	3369303	VICKI/VIRTUAL INTERNATIONAL COMPENSATION KNOWLEDGE INSTRUCTOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(610)640-1965		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	610.640.5800		
<b>Email:</b>	ipdocketing@stradley.com		
<b>Correspondent Name:</b>	Kevin W. Goldstein		
<b>Address Line 1:</b>	30 Valley Stream Parkway		
<b>Address Line 4:</b>	Malvern, PENNSYLVANIA 19355		
<b>ATTORNEY DOCKET NUMBER:</b>	182423-0004		

CH \$90.00 3492427

**900180425**

**TRADEMARK  
 REEL: 004446 FRAME: 0706**

NAME OF SUBMITTER:	Kevin W. Goldstein
Signature:	/kevin goldstein/
Date:	01/04/2011
<b>Total Attachments: 6</b> source=Mercer Assgnmt of IP#page1.tif source=Mercer Assgnmt of IP#page2.tif source=Mercer Assgnmt of IP#page3.tif source=Mercer Assgnmt of IP#page4.tif source=Mercer Assgnmt of IP#page5.tif source=Mercer Assgnmt of IP#page6.tif	

## ASSIGNMENT OF INTELLECTUAL PROPERTY

WHEREAS, Organization Resources Counselors, Inc. ("ORC"), a Delaware corporation having an address of 500 Fifth Avenue, New York, New York 10110-0002, was the owner of all the intellectual property identified in Schedule A attached hereto and incorporated herein by reference (the "Assigned IP"); and

WHEREAS, pursuant to a Certificate of Ownership and Merger filed with the Delaware Secretary of State on July 30, 2010 at 7:25 p.m. Eastern Daylight Time, ORC merged with and into Mercer Inc. ("MINC"), a Delaware corporation having an address of 1166 Avenue of the Americas, 25<sup>th</sup> Floor, New York, New York 10036, causing MINC to become the owner of the Assigned IP by operation of law effective as of the time of such filing; and

WHEREAS, pursuant to an Assignment and Assumption Agreement between MINC and Mercer LLC ("MLLC"), a Delaware limited liability company, dated as of July 30, 2010 (the "MINC Assignment"), MLLC acquired from MINC all right, title and interest in and to the said Assigned IP together with the goodwill of the business symbolized by such intellectual property and the registrations thereof, effective as of July 30, 2010 at 7:40 p.m. Eastern Daylight Time; and

WHEREAS, pursuant to an Assignment and Assumption Agreement between MLLC and Mercer (US) Inc. ("MUS"), a Delaware corporation, dated July 30, 2010 (the "MLLC Assignment"), MUS acquired from MLLC all right, title and interest in and to the said Assigned IP together with the goodwill of the business symbolized by such intellectual property and the registrations thereof, effective as of July 30, 2010 at 7:50 p.m. Eastern Daylight Time; and

WHEREAS, ORC, MINC, MLLC, and MUS desire that the assignments of said intellectual property and registrations from ORC to MINC, from MINC to MLLC, and from MLLC to MUS, be made of record in the United States Patent and Trademark Office, and the United States Copyright Office, and any other appropriate governmental patent, trademark, and/or copyright offices;

NOW, THEREFORE, To All Whom It May Concern, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound:

(i) ORC assigned and transferred, pursuant to the Certificate of Ownership and Merger and by operation of law, unto MINC and its successors and assigns, effective as of July

30, 2010 at 7:25 p.m. Eastern Daylight Time, ORC's, entire right, title, and interest in and to the Assigned IP, together with the goodwill of the business symbolized by and associated with the Assigned IP, and the registrations thereof as set forth in Schedule A, to be held and enjoyed by MINC and its successors and assigns, as fully and entirely as the same would have been held and enjoyed by ORC had the merger with MINC not been effectuated;

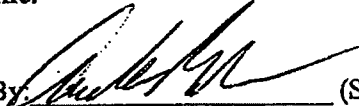





(ii) MINC has assigned and transferred pursuant to the MINC Assignment, and by these presents does hereby sell, assign, transfer, and convey unto MLLC, its successors and assigns, effective as of July 30, 2010 at 7:40 p.m. Eastern Daylight Time, MINC's entire right, title, and interest in and to the Assigned IP, together with the goodwill of the business symbolized by and associated with the Assigned IP, and the registrations thereof as set forth in Schedule A, to be held and enjoyed by MLLC and its successors and assigns, as fully and entirely as the same would have been held and enjoyed by MINC had the MINC Assignment not been made;

(iii) MLLC has assigned and transferred pursuant to the MLLC Assignment, and by these presents does hereby sell, assign, transfer, and convey unto MUS, its successors and assigns, effective as of July 30, 2010 at 7:50 p.m. Eastern Daylight Time, MLLC's entire right, title, and interest in and to the Assigned IP, together with the goodwill of the business symbolized by and associated with the Assigned IP, and the registrations thereof as set forth in Schedule A, to be held and enjoyed by MUS and its successors and assigns, as fully and entirely as the same would have been held and enjoyed by MLLC had the MLLC Assignment not been made.

ORC, MINC, and MLLC, in their respective capacities as assignors, further transfer and assign to their respective assignees all causes of action, rights, and remedies which may have arisen under or which are arising under the Assigned IP prior to or after the effective times of their corresponding assignments, and all rights to damages and profits, due or accrued, arising out of any past infringement claims relating to the Assigned IP, and the right to sue for recovery of the same damages and profits.

This Assignment may be executed in any number of counterparts, each of which will constitute an original and all of which, when taken together, will constitute one agreement. Any signature page of this Assignment transmitted by facsimile will have the same legal effect as an original executed signature page.

IN WITNESS WHEREOF, the each of the assignors and assignees have caused this assignment to be executed this 30<sup>th</sup> day of July, 2010.

<b>CORRESPONDING TRANSFER DOCUMENT:</b>	<b>ASSIGNOR:</b>	<b>ASSIGNEE:</b>
<b>Certificate of Ownership and Merger</b>	<b>Organization Resources Counselors, Inc.</b> By:  (SEAL) Name: Andy Goldbaum Title: Chief Financial Officer	<b>Mercer Inc.</b> By:  (SEAL) Name: Terry Thompson, Jr. Title: Vice President
<b>MINC Assignment</b>	<b>Mercer Inc.</b> By:  (SEAL) Name: Terry Thompson, Jr. Title: Vice President	<b>Mercer LLC</b> By:  (SEAL) Name: Terry Thompson, Jr. Title: Chief Financial Officer
<b>MLLC Assignment</b>	<b>Mercer LLC</b> By:  (SEAL) Name: Terry Thompson, Jr. Title: Chief Financial Officer	<b>Mercer (US) Inc.</b> By:  (SEAL) Name: Terry Thompson, Jr. Title: Chief Operating Officer

**SCHEDULE A  
ASSIGNED INTELLECTUAL PROPERTY**

(See attached.)

B # 1182120

**TRADEMARK  
REEL: 004446 FRAME: 0711**

## A. TRADEMARKS

Trademark Report by Country

Printed: 3/12/2010 Page 1

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
------------	------	-------	-------	-------	------	--------	---------

### AUSTRALIA

O6622-010/5	MISCELLANEOUS DESIGN			11/22/1995	678767	REGISTERED	9,16,35
-------------	----------------------	--	--	------------	--------	------------	---------

9 - Computerized databases.  
 16 - Printed and written material, including books, manuals, user guides, magazines, newsletters, technical publications all relating to computers and computer databases.  
 35 - Provision of information and advice on dealing with human resources, the placement and payment of staff, conduct of and provision of related research and compensation subscription services.

O6622-010/8	ORC			11/22/1995	678773	REGISTERED	9,16,35
-------------	-----	--	--	------------	--------	------------	---------

9 - Computerized databases.  
 16 - Printed and written material, including books, manuals, user guides, magazines, newsletters, technical publications all relating to computers and computer databases.  
 35 - Provision of information and advice on dealing with human resources, the placement and payment of staff, conduct of and provision of related research and compensation subscription services.

O6622-010/21	ORC WORLDWIDE & New Logo Design	12/9/2005	1090009	12/9/2005	1090009	REGISTERED	9,16,35
--------------	---------------------------------	-----------	---------	-----------	---------	------------	---------

9 - Computerized databases.  
 16 - Printed and written material, including books, manuals, user guides, magazines, newsletters, technical publications, all relating to computers and computer databases.  
 35 - Provision of information and advice on dealing with human resources, the placement and payment of staff, conduct of and supervision of related research and compensation subscription services.

O6622-010/13	ORGANIZATION RESOURCES COUNSELORS			11/22/1995	678772	REGISTERED	35
--------------	-----------------------------------	--	--	------------	--------	------------	----

35 - Provision of information and advice on dealing with human resources, the placement and payment of staff, conduct of and provision of related research and compensation subscription services.

O6622-010/11	ORGANIZATION RESOURCES COUNSELORS			11/22/1995	678771	REGISTERED	16
--------------	-----------------------------------	--	--	------------	--------	------------	----

16 - Printed and written material, including books, manuals, user guides, magazines, newsletters, technical publications all relating to computers and computer databases.

O6622-010/12	ORGANIZATION RESOURCES COUNSELORS			11/22/1995	678770	REGISTERED	9
--------------	-----------------------------------	--	--	------------	--------	------------	---

9 - Computerized databases.

### CANADA

O6622-010/7	O.R.C. Canada Inc. & Design			2/19/1982	TMA266,668	REGISTERED	35
-------------	-----------------------------	--	--	-----------	------------	------------	----

35 - Providing consulting and professional assistance to management dealing with the human resources of organizations.

### EUROPEAN UNION (CTM)

O6622-010/32	ORC WORLDWIDE & Logo Design					CLOSED	35
--------------	-----------------------------	--	--	--	--	--------	----

35 - Consulting services in the field of assistance to management in dealing with human resources of organizations.

### FRANCE

O6622-010/10	ORC & Design			7/13/1984	1,278,855	CLOSED	
--------------	--------------	--	--	-----------	-----------	--------	--

O6622-010/15	ORGANIZATION RESOURCES COUNSELORS ORC			7/13/1984	1,278,857	ABANDONED	12
--------------	---------------------------------------	--	--	-----------	-----------	-----------	----

12 - Automobiles

### GERMANY

O6622-010/9	ORC			9/4/1996	39.547.641	ABANDONED	9,16,35
-------------	-----	--	--	----------	------------	-----------	---------

9 - Data banks.  
 16 - Printed materials.  
 35 - Business consultancy, personnel consultancy, personnel management consultancy, personnel remuneration consultancy.

B # 1182120

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>GERMANY continued . . .</i>							
O6622-010	ORGANIZATION RESOURCES COUNSELORS & Design	11/23/1995	39.547.642	5/6/1997	39.547.642	CLOSED	09,16,35
	09 - Data carriers. 16 - Printed materials. 35 - Business consultancy, personnel consultancy, personnel management consultan cy, personnel remuneration consultancy.						
<b>SINGAPORE</b>							
O6622-010/33	ORC WORLDWIDE & Logo Design	6/22/2006	T06/12216A	6/22/2006	T06/12216A	REGISTERED	35
	35 - Consulting services in the field of assistance to management in dealing with the human resources or organizations.						
<b>UNITED STATES</b>							
O6622-010/35	DynaSurv	1/29/2008	77/383,322	8/26/2008	3,492,427	REGISTERED	35
	35 - Providing business management consulting services through an online survey to evaluate a business's performance in the marketplace.						
O6622-010/1	HCPRO	5/7/1999	75/701,126	2/15/2000	2,319,599	ABANDONED	35
	35 - Consulting services, namely assisting management in assessing productivity of the human resources of organizations.						
O6622-010/2	INNOVATIONS IN INTERNATIONAL COMPENSATION	4/21/1982	73/360,854	7/5/1983	1,244,439	ABANDONED	
O6622-010/3	IRC	12/4/1981	73/340,236	3/9/1983	1,230,461	REGISTERED	41
	41 - Educational services, namely, conducting seminars and research in the field of industrial relations.						
O6622-010/17	ORC ORGANIZATION RESOURCES COUNSELORS, INC. and Design	8/16/1982	73/380,221	6/5/1984	1,280,905	REGISTERED	35
	35 - Consulting services in the field of assistance to management in dealing with the human resources of organizations.						
O6622-010/25	ORC WORLDWIDE & Design	2/11/2004	76/575,036	7/12/2005	2,965,974	REGISTERED	35
	35 - Consulting services in the field of assistance to management in dealing with the human resources of organizations.						
O6622-010/16	ORGANIZATION RESOURCES COUNSELORS, INC	12/9/1981	73/340,922	5/17/1983	1,238,725	REGISTERED	35
	35 - Consulting services in the field of assistance to management in dealing with the human resources of organizations.						
O6622-010/18	SALARY INFORMATION RETRIEVAL SYSTEMS	4/21/1982	73/360,853	7/5/1983	1,244,438	REGISTERED	16,35
	16 - Instruction manual for preparing, entering and using computer compensation data available in connection with the subscriber service. 35 - Receiving and recording salary, compensation, job classification, and related computer data, and furnishing such data requested by customers to them along with an instruction manual.						
O6622-010/19	SIRS	1/18/1967	72/262,817	1/7/1969	863,276	REGISTERED	35
	35 - Receiving and recording salary, compensation, job classification, and related data, and furnishing such data as requested by customers.						
O6622-010/20	THE EXPATRIATE OBSERVER	4/20/1982	73/360,704	3/20/1984	1,270,702	REGISTERED	16
	16 - Magazine published quarterly concerning international personnel compensation.						
O6622-010/31	VICKI/VIRTUAL INTERNATIONAL COMPENSATION KNOWLEDGE INSTRUCTOR	3/23/2006	78/844,198	1/15/2008	3,369,303	REGISTERED	36,42
	36 - Providing financial informaiton via a website that explains to expatriate employees the structure of their pay package. 42 - Providing temporary use of online non-downloadable computer software that explains to expatriate employees the structure of their pay package.						

END OF REPORT

TOTAL ITEMS SELECTED = 24

B # I182120