

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
GUIDELINE, INC.		12/31/2010	CORPORATION: NEW YORK
OPINION RESEARCH CORPORATION		12/31/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	ORC INTERNATIONAL, INC.
<b>Street Address:</b>	902 CARNEGIE CENTER, SUITE 220
<b>City:</b>	PRINCETON
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	08540
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	0982082	FIND
Registration Number:	1204459	FIND
Registration Number:	1482674	GUIDELINE
Registration Number:	1768854	JUST WHAT YOU NEED TO KNOW
Registration Number:	1776731	FIND
Registration Number:	2931076	EXECUTIVE LIFELINE
Registration Number:	2996918	ASK THE BUSINESS SPECIALIST
Registration Number:	1158530	CARAVAN SURVEYS
Registration Number:	1470224	CARAVAN
Registration Number:	2002715	ORC INTERNATIONAL
Registration Number:	2105536	CORPERCEPTIONS

**900204175**

**TRADEMARK  
 REEL: 004638 FRAME: 0688**

**CH \$390.00 0982082**

Registration Number:	2659146	INSIGHT BEYOND MEASURE
Registration Number:	3056663	RETURN ON SPORTS INVESTMENT
Registration Number:	1642386	TELTECH
Registration Number:	2696289	INTOTA

**CORRESPONDENCE DATA**

Fax Number: (312)862-2200  
Phone: 3128623312  
Email: patrick.lau@kirkland.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Correspondent Name: Kirkland & Ellis LLP  
Address Line 1: 300 North LaSalle  
Address Line 2: c/o Patrick Lau, Legal Assistant  
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	39951-117 PL
NAME OF SUBMITTER:	Patrick Lau
Signature:	/pl/
Date:	10/07/2011

Total Attachments: 12  
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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "ORC INTERNATIONAL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF MERGER, FILED THE FOURTH DAY OF DECEMBER, A.D. 2006, AT 2:13 O'CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2009, AT 12 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2009, AT 2:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009.


CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "OPINION RESEARCH CORPORATION" TO "ORC INTERNATIONAL, INC.", FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2010, AT 5:22 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF

2263905 8100X

110778923



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8873588

DATE: 06-29-11

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

TRADEMARK  
REEL: 004638 FRAME: 0690

# Delaware

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*The First State*

DECEMBER, A.D. 2010, AT 11:59 O'CLOCK P.M.



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8873588

DATE: 06-29-11

TRADEMARK  
REEL: 004638 FRAME: 0691

CERTIFICATE OF MERGER  
OF  
SPIRIT ACQUISITION, INC.  
WITH AND INTO  
OPINION RESEARCH CORPORATION

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

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OPINION RESEARCH CORPORATION, a corporation organized under the General Corporation Law of the State of Delaware ("ORC"), hereby certifies as follows:

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

<u>Name</u>	<u>State of Incorporation</u>
Opinion Research Corporation	Delaware
Spirit Acquisition, Inc.	Delaware

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of ORC and SPIRIT ACQUISITION, INC., a corporation organized under the General Corporation Law of the State of Delaware ("Acquisition"), in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Opinion Research Corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be amended and restated as set forth on Exhibit A hereto.

FIFTH: A copy of the agreement of merger will be furnished by ORC on request and without cost, to any stockholder of any constituent corporation. The executed agreement of merger is on file at the principal office of ORC located at 600 College Road East, Suite 4100, Princeton, New Jersey 08540.

IN WITNESS WHEREOF, Opinion Research Corporation has caused this Certificate of Merger to be signed by its duly authorized officer this 4<sup>th</sup> day of December, 2006.

Opinion Research Corporation

By:   
\_\_\_\_\_  
John F. Short  
Chief Executive Officer

EXHIBIT A

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
OPINION RESEARCH CORPORATION

- FIRST: The name of this corporation is Opinion Research Corporation
- SECOND: The Registered Office of the corporation in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The Registered Agent in charge thereof is The Corporation Trust Company.
- THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.
- FOURTH: The amount of the total authorized capital stock of this corporation is One Thousand (1,000) shares of common stock having a par value of \$0.001 per share.
- FIFTH: No stockholder of the corporation shall be entitled to any cumulative voting rights.
- The stockholders of the corporation shall take action by the affirmative vote of the holders of the majority of the shares present and entitled to vote, except where a larger proportion is required by law.
- The affirmative vote of a majority of the voting power of all shares entitled to vote shall be required to authorize the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the corporation, including its goodwill, to amend the Certificate of Incorporation, to adopt or reject an agreement of merger or to authorize the dissolution of the corporation.
- SIXTH: No stockholder of the corporation shall have any preferential, preemptive, or other rights of subscription to any shares of any class or series of stock of the corporation allotted or sold or to be allotted or sold, whether now or hereafter authorized, or to any obligations or securities convertible into any class or series of stock of the corporation.
- SEVENTH: A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the corporation or the stockholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the

corporation's stock under Section 174 of the Delaware General Corporation Law; (iv) liability for any transaction from which the director derived an improper personal benefit; or (v) liability for any act or omission occurring prior to the date of this Certificate of Incorporation. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation in addition to the limitation on personal liability provided herein, shall be limited, as so amended, to the fullest extent permitted by the Delaware General Corporation Law. Any repeal of this provision as a matter of law or any modification of this paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

- A. The Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.
- B. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.
- C. The books of the corporation may be kept at such place within or without the State of Delaware as the Bylaws of the corporation may provide or as may be designated from time to time by the Board of Directors of the corporation.

NINTH: The corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.



**STATE OF DELAWARE  
CERTIFICATE FOR RENEWAL  
AND REVIVAL OF CHARTER**

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is OPINION RESEARCH CORPORATION
2. Its registered office in the State of Delaware is located at \_\_\_\_\_  
1209 ORANGE (street), City of WILMINGTON  
Zip Code 19801 County of NEW CASTLE the name of  
its registered agent is THE CORPORATION TRUST COMPANY
3. The date of filing of the original Certificate of Incorporation in Delaware was 05/23/1991
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 29TH day of FEBRUARY, 2008, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1ST day of MARCH A.D. 2008, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

**IN TESTIMONY WHEREOF**, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters the last and acting authorized officer hereunto set his/her hand to this certificate this 25TH day of FEBRUARY A.D. 2009.

By: Sherman Tyler  
Authorized Officer  
Name: SHERMAN TYLER  
Print or Type  
Title: ASST. TREASURER

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:50 PM 12/30/2009  
FILED 02:50 PM 12/30/2009  
SRV 091150921 - 2263905 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**OPINION RESEARCH NORTHWEST, INC.**

**INTO**

**OPINION RESEARCH CORPORATION**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Opinion Research Corporation, a corporation organized and existing under the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That Opinion Research Corporation was incorporated on May 23, 1991, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That Opinion Research Corporation owns all of the outstanding shares of the capital stock of Opinion Research Northwest, Inc., a corporation incorporated on the 1st day of October, 2007, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That the Board of Directors of Opinion Research Corporation by the following resolutions, which were duly adopted by written consent on the 29<sup>th</sup> day of December, 2009, determined to merge Opinion Research Northwest, Inc. with and into Opinion Research Corporation:

**THEREFORE BE IT RESOLVED,** that pursuant to this resolution, Opinion Research Northwest, Inc. be merged with and into the Corporation, with the Corporation assuming all of the liabilities and obligations of Opinion Research Northwest, Inc.; and further

**RESOLVED**, that the Plan of Merger attached hereto as Exhibit A, setting forth the terms and conditions pursuant to which Opinion Research Northwest, Inc. shall be merged with and into the Corporation is hereby adopted and approved and that each of Bill Fairfield, Tom Oberdorf and Tom McCusker (each, an "Authorized Officer") be, and they hereby are, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver the Plan of Merger; and further

**RESOLVED**, that the Certificate of Ownership and Merger, substantially in the form attached hereto as Exhibit B, is hereby adopted and approved and that each Authorized Officer be, and they hereby are, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver the Certificate of Ownership and Merger and to cause the same to be filed with the Delaware Secretary of State; and further

**RESOLVED**, that the merger shall be effective on December 31, 2009;

**FOURTH:** That the name of the surviving corporation is Opinion Research Corporation.

**FIFTH:** That the certificate of incorporation of Opinion Research Corporation, as in effect on the date of filing of this certificate, shall be the certificate of incorporation of the surviving corporation.

**SIXTH:** Anything herein or elsewhere to the contrary notwithstanding, this certificate of ownership and merger may be amended or terminated and the merger abandoned by the Board of Directors of Opinion Research Corporation at any time prior to the date of filing of the certificate of ownership and merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said Opinion Research Corporation has caused this Certificate to be signed by a duly authorized officer, this 30<sup>th</sup> day of December, 2009.

Opinion Research Corporation

By: *TJ McCusker*  
Name: Tom McCusker  
Title: Secretary / Authorized officer

Signature Page to Certificate of Ownership and Merger

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**CERTIFICATE OF MERGER  
MERCING  
GUIDELINE, INC.  
WITH AND INTO  
OPINION RESEARCH CORPORATION**


**(UNDER SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)**

Opinion Research Corporation, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
  - a. Guideline, Inc., a New York corporation ("AC"); and
  - b. Opinion Research Corporation, a Delaware corporation ("SC").
2. A Plan and Agreement of Merger (the "Agreement") has been approved, adopted, certified, executed, and acknowledged by AC and SC in accordance with the provisions of Section 907 of the New York Business Corporation Law and subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. SC is the surviving corporation in the merger herein certified, which will continue its existence as said surviving corporation under its present name upon the effective time of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of SC, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended or repealed pursuant to the provisions of the General Corporation Law of the State of Delaware; except, however, that as of the effective time of the merger and immediately following the merger, the name of SC shall be changed to "ORC International, Inc." by amending Article FIRST of the Certificate of Incorporation of SC by revoking said Article FIRST in its entirety and restating it in its entirety as follows: "The name of the corporation is ORC International, Inc."
5. The authorized stock and par value of AC is 1,000 shares of common stock with a par value of \$0.001.
6. The executed Agreement is on file at an office of SC, the address of which is 5711 S. 86th Circle, Omaha, Nebraska 68127.
7. A copy of the Agreement will be furnished by SC, on request and without cost, to any stockholder of AC or SC.
8. The Agreement provides that the Agreement may be terminated or amended prior to the effective time of the merger in accordance with the provisions of the New York Business Corporation Law and the provisions of the General Corporation Law of the State of Delaware.
9. The effective date of this merger shall be 11:59 p.m. on December 31, 2010.

IN WITNESS WHEREOF, SC has caused this Certificate of Merger to be signed by Winston King, its authorized officer, on the 27th day of December, 2010.

Opinion Research Corporation, a Delaware corporation, SC

By:   
Winston King, Secretary