

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SeatonCorp.		12/28/2011	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Seaton Reorganization, LLC
Street Address:	860 West Evergreen Avenue
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60642-2634
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2893778	STAFF NAVIGATOR
Registration Number:	3154479	STAFF LINK
Registration Number:	2897871	PEOPLESCOUT
Registration Number:	2522924	PEOPLESCOUT
Registration Number:	2601306	RISKWISE
Registration Number:	1835629	STAFFTRACK
Registration Number:	3042972	STAFF SITE
Registration Number:	3173115	STAFF SMX
Registration Number:	3100104	STAFF ALLIANCE
Registration Number:	3100103	STAFF FLEX
Registration Number:	3188845	SEATONCORP
Registration Number:	3420693	STUDENTSCOUT
Registration Number:	3863249	THE NEW WAY THE WORLD WORKS

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (312)827-8185
Phone: 312-807-4350
Email: chicago.trademarks@klgates.com, sana.hakim@klgates.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Sana Hakim c/o K&L Gates LLP
Address Line 1: P.O. Box 1135
Address Line 4: Chicago, ILLINOIS 60690-1135

ATTORNEY DOCKET NUMBER:	3722627-3
NAME OF SUBMITTER:	Sana Hakim
Signature:	/sh/
Date:	01/18/2012

Total Attachments: 6
source=Seaton llc articles of merger#page1.tif
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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0374787-5

01/01/2012

ILLINOIS CORPORATION SERVICE C
801 ADLAI STEVENSON DRIVE
SPRINGFIELD, IL 62703-4261

RE SEATON, LLC
OLD: SEATON REORGANIZATION, LLC

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE ABOVE-NAMED COMPANY HAVE BEEN
PLACED ON FILE.

THE REQUIRED FEE IS HEREBY ACKNOWLEDGED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

TRADEMARK
REEL: 004700 FRAME: 0195

Form **LLC-37.25**
April 2008

Secretary of State **Jesse White**
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Payment must be made by check or money order payable to Secretary of State. Filing fee is \$100, but if merger of more than two entities, \$50 for each additional entity.

**Illinois
Limited Liability Company Act
Articles of Merger**

SUBMIT IN DUPLICATE

Must be typewritten.

This space for use by Secretary of State.

Date:
Filing Fee: \$ 100.00
Approved: *JWB*

FILE #: 03747875
This space for use by Secretary of State.

FILED
DEC 21 2011
JESSE WHITE
SECRETARY OF STATE

1. Names of Entities proposing to merge, and State or Country of Organization:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Country	Illinois Secretary of State File Number (if any)
<u>Seaton Corp.</u>	<u>Corporation</u>	<u>Illinois</u>	<u>55098387</u>
<u>Seaton Reorganization, LLC</u>	<u>Limited Liability Company</u>	<u>Illinois</u>	<u>03747875</u>
_____	_____	_____	_____

2. The plan of merger has been approved and signed by each Limited Liability Company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these Articles of Merger.

3. a. Name of Surviving Entity: Seaton Reorganization, LLC

b. Address of Surviving Entity: 860 West Evergreen Avenue, Chicago, IL 60642-2634

4. Effective date of merger: (check one)

a. the filing date, or

b. a later date, but not more than 30 days subsequent to the filing date: January 1, 2012
Month, Day, Year

5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization by reason of this merger:

Article 1. Limited Liability Company Name: Seaton, LLC

LLC-37.25

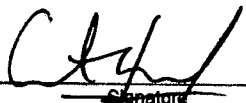
6. For the Limited Liability Companies that are parties to the merger, complete the following:

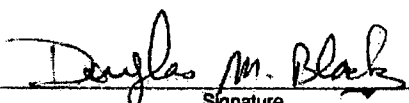
Name of LLC	Jurisdiction	Organization Date	Date of Admission to Illinois (foreign LLC's)
Seaton Reorganization, LLC	Illinois	12/12/2011	

7. If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

8. The undersigned entities caused these Articles of Merger to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

Dated December 28, 2011
Month & Day Year

1. 
Signature
 Carter Harned, Executive Vice President
Name and Title (type or print)
 Seaton Acquisition Corp., sole member of Seaton Reorganization, LLC
Name If a Corporation or other Entity

2. 
Signature
 Douglas Black, Secretary, Treasurer, and Chief Financial Officer
Name and Title (type or print)
 Seaton Corp.
Name If a Corporation or other Entity

3. _____
Signature

Name and Title (type or print)

Name If a Corporation or other Entity

4. _____
Signature

Name and Title (type or print)

Name If a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.
 Carbon copy, photocopy or rubber stamp signatures
 may only be used on conformed copies.**

AGREEMENT AND PLAN OF MERGER
OF
SEATON CORP.
WITH AND INTO
SEATON REORGANIZATION, LLC.

This Agreement and Plan of Merger (this "Agreement") is approved, adopted, certified, executed and acknowledged by Seaton Corp., an Illinois corporation (the "Merging Corporation"), pursuant to Section 11.39 of the Illinois Business Corporation Act (the "Act") and by Seaton Reorganization, LLC, an Illinois limited liability company (the "Surviving Entity"), pursuant to Section 37-20 of the Illinois Limited Liability Company Act, on the following terms and conditions:

1. The Merger. The Merging Corporation shall be merged (the "Merger") with and into the Surviving Entity with the Surviving Entity surviving the Merger and continuing its separate existence as an Illinois limited liability company. The Merger shall be effective on January 1, 2012 (the "Effective Time"). The separate existences of the Merging Corporation and the Surviving Entity shall cease at the Effective Time. All of the rights and obligations of the Merging Corporation, including, without limitation, all contracts, rights, obligations, privileges, licenses and the like to which the Merging Corporation is a party or to which it is otherwise subject, shall continue to exist in the Surviving Entity. As of the Effective Time, and in conjunction with the Merger the Surviving Entity shall change its name to "Seaton, LLC" as set forth in the Articles of Merger.

2. Status of Stock and Interests. The Merging Corporation has authorized (i) 108,000 shares of Class A common stock, no par value per share ("Class A Stock"), of which 107,666 shares of Class A Stock are issued and outstanding, and (ii) 10,700,000 shares of Class B common stock, no par value per share ("Class B Stock" and together with Class A Stock, "Common Stock"), of which 10,658,934 shares of Class B Common Stock are issued and outstanding. All the capital stock in the Merging Corporation outstanding immediately prior to the Effective Time, including the Common Stock, shall, by virtue of the merger and at the Effective Time, be cancelled and cease to exist. All certificates for capital stock of the Merging Corporation shall be surrendered for cancellation to the appropriate officers of the Surviving Entity. The membership interests in the Surviving Entity outstanding immediately prior to the Effective Time shall survive the Merger as 100% of the outstanding membership interests of the Surviving Entity immediately after the Effective Time.

3. Articles of Organization. The Articles of Organization of the Surviving Entity in effect immediately prior to the Effective Time shall continue as the Surviving Entity's Articles of Organization; provided, however, that Article 1 of the Articles of Organization shall be amended to change the name of the Surviving Entity to "Seaton, LLC". The Articles of Incorporation of the Merging Corporation shall be cancelled and cease to be effective as of the Effective Time.

4. Operating Agreement. The Operating Agreement of the Surviving Entity in effect immediately prior to the Effective Time, if such an Operating Agreement exists, shall continue as

the Surviving Entity's Operating Agreement until amended or repealed in a manner provided by law; provided however, that Section 1 of the Operating Agreement shall be amended to change the name of the Surviving Entity to "Seaton, LLC". The By-Laws of the Merging Corporation shall be cancelled and cease to be effective at the Effective Time.

5. Directors. The directors of the Merging Corporation in office immediately prior to the Effective Time shall be removed as directors of the Merging Corporation effective as of the Effective Time. The Surviving Entity shall be a member-managed LLC and shall not have any managers or directors.

6. Officers. The officers of the Surviving Entity in office immediately prior to the Effective Time shall continue as the Surviving Entity's officers, all of whom shall hold their officer positions until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Surviving Entity's Articles of Organization or Operating Agreement.

7. Name of Registered Agent; Address of Registered Office. The name of the Surviving Entity's registered agent and the address of the Surviving Entity's registered office for service of process within the State of Illinois as in effect immediately prior to the Effective Time shall continue without change as a result of the Merger.

8. Filings: Actions. The Merging Corporation and the Surviving Entity agree that they will cause to be executed, delivered and filed Articles of Merger and any other agreements, documents, instruments and certificates prescribed by the laws of the State of Illinois or as are necessary, prudent or convenient in order to carry out or put into effect any of the provisions of this Agreement or the Merger contemplated herein and that each will take or cause to be performed all actions prescribed by the laws of the State of Illinois or as are necessary, prudent or convenient in order to carry out or put into effect any of the provisions of this Agreement or the Merger contemplated herein.

9. Termination. At any time prior to the filing of the Articles of Merger, the Board of Directors of the Merging Corporation and the sole Member of the Surviving Entity may agree to terminate this Agreement and abandon the Merger.

10. Miscellaneous.

(a) Choice of Law. The validity and construction of this Agreement shall be governed by the laws of the State of Illinois, excluding any choice of law rule or principle which might refer to the laws of another state.

(b) Counterparts. This Agreement may be executed in counterparts, each of which counterparts when so executed and delivered shall be deemed an original, and both of which counterparts, taken together, shall be deemed one instrument.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the undersigned have caused this Agreement to be adopted, approved, certified, executed and acknowledged by a duly authorized person, on December 28, 2011.

THE MERGING CORPORATION:

SEATON CORP.

By: Douglas M. Black
Name: Douglas Black
Title: Secretary, Treasurer, and
Chief Financial Officer

THE SURVIVING ENTITY:

SEATON REORGANIZATION, LLC

By: SEATON ACQUISITION CORP.
Its: Sole Member

By: Carter Harned
Name: Carter Harned
Title: Executive Vice President

[Signature Page to Seaton Plan of Merger]