

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RHR International Company		11/04/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	RHR International LLP		
Street Address:	233 South Wacker Dr.		
Internal Address:	95th Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3161040	BEHAVIORAL SCORECARD	
Registration Number:	3960030	CEO CONTINUITY	
Registration Number:	2971188	CHANGE SCORECARD	
Registration Number:	2976192	EXECUTIVEBENCH	
Registration Number:	3060357	RHR INTERNATIONAL	
Registration Number:	3615968	RHR INTERNATIONAL	
Registration Number:	3906446	RISK AND READINESS	
Registration Number:	3747567	THE WINNING FORMULA	
Registration Number:	2674415	TOP TALENT	
CORRESPONDENCE DATA			
Fax Number:	(312)827-8185		
Phone:	312-781-6013		
Email:	kate.starshak@klgates.com		

CH \$240.00 3161040

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Kathryn M. Starshak
Address Line 1: K&L Gates LLP
Address Line 2: PO Box 1135
Address Line 4: Chicago, ILLINOIS 60690-1135

ATTORNEY DOCKET NUMBER:	3709801.00002
NAME OF SUBMITTER:	Kathryn M. Starshak
Signature:	/Kathryn M. Starshak/
Date:	02/17/2012

Total Attachments: 4

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "RHR INTERNATIONAL COMPANY" TO A DELAWARE LIMITED LIABILITY PARTNERSHIP, CHANGING ITS NAME FROM "RHR INTERNATIONAL COMPANY" TO "RHR INTERNATIONAL LLP", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2009, AT 3:58 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF NOVEMBER, A.D. 2009.

0794278 8100V

090979315



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7620530

DATE: 11-04-09

TRADEMARK
REEL: 004719 FRAME: 0281

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF RHR INTERNATIONAL COMPANY TO RHR INTERNATIONAL LLP

*Pursuant to Section 15-901 of
The Delaware General Corporation Law*

This Certificate of Conversion of RHR International Company (the "Corporation") to RHR International LLP (the "Limited Liability Partnership"), is being duly executed and filed by Robert Pierce, as Chief Financial Officer, to convert a Delaware corporation to a Delaware limited liability partnership pursuant to Section 15-901 of the Delaware General Corporation Law.

- FIRST: The jurisdiction where the Corporation was first formed is Delaware.
- SECOND: The jurisdiction immediately prior to filing this Certificate is Delaware.
- THIRD: The date the Corporation was first formed is August 29, 1973.
- FOURTH: The name of the Corporation immediately prior to filing this Certificate is RHR International Company.
- FIFTH: The name of the Limited Liability Partnership as set forth in the Statement of Qualification is RHR International LLP.
- SIXTH: This Certificate of Conversion shall be effective as of November 1, 2009.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Corporation have executed this Certificate on this 30th day of October, 2009.

By: /s/ Robert Pierce
Robert Pierce, Chief Financial Officer

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP OF "RHR INTERNATIONAL LLP" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2009, AT 3:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP IS THE FIRST DAY OF NOVEMBER, A.D. 2009.

0794278 8100V

090979315




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7620530

DATE: 11-04-09

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TRADEMARK
REEL: 004719 FRAME: 0283

**STATE OF DELAWARE
STATEMENT OF QUALIFICATION**

1. The name of the limited liability partnership is

RHR International LLP

2. The address of its registered office in the State of Delaware is

1209 Orange Street

in the city of Wilmington

- The name and address of the registered agent is

The Corporation Trust Company
1209 Orange Street
Wilmington, Delaware 19801
County of New Castle

3. The number of partners of the limited liability partnership is 49
4. The partnership elects to be a limited liability partnership.
5. No person shall have the authority to execute any instrument transferring any real property held in the name of RHR International LLP or to enter any other transaction on behalf of RHR International LLP except the Chief Executive Officer of RHR International LLP; the Chief Financial Officer of RHR International LLP; or a person expressly authorized by the Board of Directors of RHR International LLP.
6. The effective date of this Statement of Qualification is November 1, 2009.

IN WITNESS WHEREOF, the undersigned have executed this Statement of
Qualification this 30th day of October, 2009 A.D.

By: /s/Robert Pierce

Authorized Person or Partner

Name: Robert Pierce

Type or Print