

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Towers, Perrin, Forster & Crosby, Inc.		12/30/2009	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Towers Watson Pennsylvania Inc.		
Street Address:	1500 Market Street		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19102		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3006674	BENEFITS ONLINE	
CORRESPONDENCE DATA			
Fax Number:	(215)655-2286		
Phone:	2159942286		
Email:	trademarks@dechert.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Jacob Bishop		
Address Line 1:	Dechert LLP		
Address Line 2:	Cira Centre, 2929 Arch Street		
Address Line 4:	Philadelphia, PENNSYLVANIA 19104-2808		
ATTORNEY DOCKET NUMBER:	308726		
NAME OF SUBMITTER:	Jacob Bishop		
Signature:	/Jacob Bishop/		

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Date:

03/14/2012

Total Attachments: 6

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 23, 2012

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

Towers Watson Pennsylvania Inc.

I, Carol Aichele, Secretary of the Commonwealth of Pennsylvania
do hereby certify that the foregoing and annexed is a true and correct
copy of
ARTICLES OF MERGER-BUSINESS filed on December 30, 2009
which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in black ink, appearing to read "Carol Aichele".

Secretary of the Commonwealth

ESQUIRE ASSIST
COUNTER PICKUP

Commonwealth of Pennsylvania
PRECLEARANCE 6 Page(s)



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ARTICLES OF MERGER

OF

JUPITER SATURN PENNSYLVANIA INC.
(a Pennsylvania corporation)

WITH AND INTO

TOWERS, PERRIN, FORSTER & CROSBY, INC.
(a Pennsylvania corporation)

1. The name of the corporation surviving the merger is Towers, Perrin, Forster & Crosby, Inc. ("Surviving Towers Perrin").
2. Surviving Towers Perrin is a domestic business corporation. The address of its current registered office in Pennsylvania is c/o National Registered Agents, Inc. The registered office of Surviving Towers Perrin is currently deemed for venue and official publication purposes to be located in Dauphin County, but is being changed in the course of and with effect from the effective date of the merger so that the registered office is deemed to be located in Philadelphia County after the merger.
3. The name of the other corporation that is a party to the merger is Jupiter Saturn Pennsylvania Inc. ("Pennsylvania Merger Sub"), and it is a domestic business corporation. The address of the registered office of Pennsylvania Merger Sub is:

1500 Market Street
Philadelphia, PA 19102
Philadelphia County
4. The plan of merger was adopted by each of the parties to the merger by action of its board of directors and shareholders pursuant to 15 Pa.C.S. §§ 1922(c) and 1924(a).
5. The provision of the plan of merger that amends the articles of incorporation of Surviving Towers Perrin is as follows:

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"The articles of incorporation of Pennsylvania Merger Sub, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of Surviving Towers Perrin until thereafter amended in accordance with the provisions thereof and applicable law, except that such articles shall be amended to reflect that the name of Surviving Towers Perrin shall be Towers Watson Pennsylvania Inc."

The articles of incorporation of Surviving Towers Perrin (which is being renamed Towers Watson Pennsylvania Inc. in the course of and with effect from the effective date of the merger) as amended and restated by these articles of merger are set forth in full in Annex A.

6. Pursuant to 15 Pa.C.S. § 1901, the full text of the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 1500 Market Street, Philadelphia, PA 19102. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost to any shareholder of any corporation that was a party to the plan and at cost to any other person.
7. The merger shall be effective at 12:01 am on January 1, 2010.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed on December 30, 2009.

**JUPITER SATURN PENNSYLVANIA
INC.**

By: Mark V. Mactas
Name: Mark V. Mactas
Title: Deputy Chairman,
President and Chief
operating officer
**TOWERS, PERRIN, FORSTER &
CROSBY, INC.**

By: Mark V. Mactas
Name: Mark V. Mactas
Title: President, Chief Executive
Officer and chairman of
the Board

Annex A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

TOWERS WATSON PENNSYLVANIA INC.

1. The name of the corporation is Towers Watson Pennsylvania Inc.
2. The address of the registered office of the corporation in Pennsylvania is c/o National Registered Agents, Inc. The registered office of the corporation is deemed for venue and official publication purposes to be located in Philadelphia County.
3. The corporation is incorporated under the provisions of the Pennsylvania Business Corporation Law of 1988, as amended (the "PaBCL").
4. The aggregate number of shares that the corporation shall have authority to issue is 1,000 common shares, \$0.01 par value per share.
5. The shareholders shall not have the right to cumulate their votes in the election of directors.
6. A director of the corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, except to the extent that by law a director's liability for monetary damages may not be limited. No amendment or repeal of this article 6 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of the director occurring before the amendment or repeal. If the PaBCL is amended to permit a Pennsylvania corporation to provide greater protection from personal liability for its directors than the express terms of this article 6, this article 6 shall be construed to provide for that greater protection.
7. An officer of the corporation shall not be personally liable, as such, for monetary damages (other than under criminal statutes and under federal, state, and local laws imposing liability on officers for the payment of taxes) unless the conduct of the officer constitutes self-dealing, willful misconduct, or recklessness. No amendment or repeal of this article 7 shall apply to or have any effect on the liability or alleged liability of any officer of the corporation for or with respect to any acts or omissions of the officer occurring before the amendment or repeal. If the PaBCL is amended to permit a Pennsylvania corporation to provide greater protection from personal liability for its officers than the express terms of this article 7, this article 7 shall be construed to provide for that greater protection.
8. (a) The corporation shall indemnify any person who was or is a party to or witness in, or is threatened to be made a party to or witness in, any threatened, pending or completed action or proceeding, including without limitation actions by or in the right of the

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corporation, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director or officer of the corporation, or is or was serving while a director or officer of the corporation at the request of the corporation as a director, officer, employee, agent, fiduciary, or other representative of another corporation (for profit or not-for-profit), limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise, against all liabilities, expenses (including without limitation attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement in connection with the action or proceeding unless the act or failure to act by the person giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. The corporation shall have the power to indemnify employees and agents of the corporation on the same basis as provided above in this subsection (a), and to advance expenses to employees and agents on the same basis as provided in article 8(b), as the board of directors may from time to time determine or authorize.

(b) Expenses (including without limitation attorneys' fees) incurred by any person who was or is an officer or director of the corporation in connection with any action or proceeding referred to in article 8(a) shall automatically be paid by the corporation, without the need for action by the board of directors, in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the person to repay the amount advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation.

(c) Notwithstanding anything in this article 8 to the contrary, the corporation shall not be obligated to indemnify any person under article 8(a) or advance expenses under article 8(b) with respect to proceedings, claims, or actions commenced by a person, other than mandatory counterclaims and affirmative defenses.

(d) The indemnification and advancement of expenses provided by or pursuant to this article 8 shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any insurance policy, agreement, vote of shareholders or directors, or otherwise, both as to actions in the person's official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of the person. If the PaBCL is amended to permit a Pennsylvania corporation to provide greater rights to indemnification and advancement of expenses for its directors and officers than the express terms of this article 8, this article 8 shall be construed to provide for those greater rights.

(e) The duties of the corporation to indemnify and to advance expenses to a director or officer pursuant to this article 8 shall be in the nature of a contract between the corporation and each such person, and no amendment or repeal of any provision of this article 8 shall alter, to the detriment of the person, the right of the person to the advancement of expenses or indemnification related to a claim based on an act or failure to act that took place prior to the amendment or repeal or the termination of the service of the person as a director or officer, whichever is earlier.

9. Subject to any other applicable provision of these articles of incorporation, these articles of incorporation may be amended in the manner prescribed at the time by statute, and all rights conferred upon shareholders in these articles of incorporation are granted subject to this reservation.

10. These restated articles supersede the original articles and all amendments thereto.