

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/26/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Select Equity Group, Inc.		11/26/2013
			Entity Type
			CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Select Equity Group, L.P.		
Street Address:	380 Lafayette Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10003		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
Serial Number:		85884173	VANDAM STREET FUND
Serial Number:		85433242	SHINBONE ALLEY FUND
Serial Number:		85736722	SCHERMERHORN PARTNERS FUND
CORRESPONDENCE DATA			
Fax Number:	2127288111		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	212 728 8000		
Email:	ipdept@willkie.com		
Correspondent Name:	Meghan Hungate c/o Willkie Farr & Gallag		
Address Line 1:	787 Seventh Avenue		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	116300.00001 MHH		

CH \$90.00 85884173

NAME OF SUBMITTER:	Meghan M. Hungate
Signature:	/meghanmhungate/
Date:	12/03/2013
Total Attachments: 5 source=Select Equity _ Old S Corp - NY Certificate of Merger (AS FILED)#page1.tif source=Select Equity _ Old S Corp - NY Certificate of Merger (AS FILED)#page2.tif source=Select Equity _ Old S Corp - NY Certificate of Merger (AS FILED)#page3.tif source=Select Equity _ Old S Corp - NY Certificate of Merger (AS FILED)#page4.tif source=Select Equity _ Old S Corp - NY Certificate of Merger (AS FILED)#page5.tif	

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 26, 2013.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

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**CERTIFICATE OF MERGER
OF
SELECT EQUITY GROUP, INC.
WITH AND INTO
SELECT EQUITY GROUP, L.P.**

Under Section 121-1103 of the New York State Revised Limited Partnership Act.

Pursuant to Section 121-1103 of the New York State Revised Limited Partnership Act (the "NYSRLPA"), the undersigned hereby executes the following Certificate of Merger:

FIRST: The name of each of the constituent entities are Select Equity Group, Inc., a New York corporation ("S Corp"), and Select Equity Group, L.P., a Delaware limited partnership ("Group L.P.").

SECOND: S Corp filed its certificate of incorporation with the Secretary of State of the State of New York (the "Secretary of State") on June 20, 1990.

THIRD: Group L.P. filed its certificate of limited partnership with the Secretary of State of the State of Delaware on August 7, 2013. Group L.P. filed its application for authority to do business in New York with the New York Department of State on November 8, 2013 under the fictitious name Select Equity Group NY, L.P.

FOURTH: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities.

FIFTH: Group L.P. is the surviving entity of the merger and the name of the surviving entity shall be Select Equity Group, L.P., a Delaware limited partnership (the "Surviving Entity") and the fictitious name in New York shall be Select Equity Group NY, L.P.

SIXTH: The merger is to become effective on November 26, 2013.

SEVENTH: The Surviving Entity agrees that it may be served with process in New York in any action or special proceeding for the enforcement of any liability or obligation of S Corp, and for the enforcement that is provided in the NYSRLPA of the right of shareholders to receive payment for their interests against the Surviving Entity.

EIGHTH: Pursuant to Section 121-1105 of the NYSRLPA or any applicable statute, the Surviving Entity will promptly pay to the shareholders of S Corp the amount, if any, to which they shall be entitled under the provisions of the NYSRLPA and any applicable statute relating to the right of shareholders to receive payment for their interest.

NINTH: The Secretary of State is designated as agent of the Surviving Entity upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process served upon him or her is:

Select Equity Group, L.P.
380 Lafayette Street

New York, NY 10003

TENTH: This merger is permitted by the State of Delaware, the jurisdiction of organization for the Surviving Entity and is in compliance therewith.

ELEVENTH: The Agreement and Plan of Merger is on file at the place of business of the Surviving Entity, which is located at:

Select Equity Group, L.P.
380 Lafayette Street
New York, NY 10003

TWELTH: A copy of the agreement of merger will be furnished by the Surviving Entity on request and without cost to any stockholder of S Corp or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be signed by its authorized officer this 26th day of November, 2013.

SELECT EQUITY GROUP, INC., a New York corporation

By: 
Name: George S. Loening
Title: President

SELECT EQUITY GROUP, L.P., a Delaware limited partnership

By: Select Equity GP, LLC, its general partner

By: 
Name: George S. Loening
Title: Managing Member

[Signature Page to Certificate of Merger (NY) of Select Equity Group, Inc. into Select Equity Group, L.P.]

