

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM300811

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME / MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BOOZ & COMPANY INC.		03/31/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	HERCULES MERGER SUB INC.		
Street Address:	101 Park Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10178		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	4329431	FIT FOR GROWTH	
Registration Number:	3842530	GLOBAL TALENT INNOVATION	
Registration Number:	3044528	ORG DNA PROFILER	
Registration Number:	3023025	ORG DNA PROFILER	
Registration Number:	3057023	STRATEGY+BUSINESS	
Registration Number:	2915677	KATZENBACH PARTNERS LLC	
Registration Number:	3404200	THE EMPATHY ENGINE	
CORRESPONDENCE DATA			
Fax Number:	3125548000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-554-8000		
Email:	rsacoff@pattishall.com		
Correspondent Name:	Robert W. Sacoff		
Address Line 1:	200 South Wacker Drive, Suite 2900		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	02521-86		
NAME OF SUBMITTER:	Robert W Sacoff		
SIGNATURE:	/RWS/		
DATE SIGNED:	04/09/2014		

CH \$190.00 4329431

Total Attachments: 7

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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

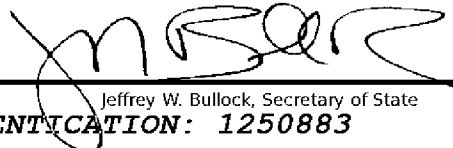
"HERCULES MERGER SUB INC.", A DELAWARE CORPORATION,
WITH AND INTO "BOOZ & COMPANY INC." UNDER THE NAME OF
"HERCULES MERGER SUB INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2014, AT 7:30
O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

4527065 8100M

140400031




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1250883

DATE: 03-31-14

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

TRADEMARK
REEL: 005257 FRAME: 0383

CERTIFICATE OF MERGER
MERGING
HERCULES MERGER SUB INC.
WITH AND INTO
BOOZ & COMPANY INC.

**Pursuant to the provisions of § 251 of the
Delaware General Corporation Law**

Booz & Company Inc., a Delaware corporation (the "**Company**"), which desires to merge with Hercules Merger Sub Inc., a Delaware corporation ("**Merger Sub**"), hereby certifies that:

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

<u>Name</u>	<u>State of Incorporation</u>
Hercules Merger Sub Inc.	Delaware
Booz & Company Inc.	Delaware

SECOND: The Amended and Restated Agreement and Plan of Merger dated as of November 8, 2013 (the "**Merger Agreement**") by and among Hercules Merger Parent Limited, an English private company limited by shares, Merger Sub, the Company and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative of the stockholders, has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with § 251 of the Delaware General Corporation Law (the "**DGCL**").

THIRD: The name of the surviving corporation is Booz & Company Inc. As a result of the merger the name of the surviving corporation shall be amended to Hercules Merger Sub Inc.

FOURTH: The merger shall be effective as of the time of the filing of this Certificate of Merger.

FIFTH: By reason of the merger herein certified, the Certificate of Incorporation of the Company is to be amended and restated in its entirety as set forth in Exhibit A hereto and shall be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the DGCL.


SIXTH: The executed Merger Agreement is on file at the office of the surviving corporation at 225 West Wacker Drive, Suite 2270, Chicago, Illinois 60606.

SEVENTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger this 31st day of March, 2014.

BOOZ & COMPANY INC.

By: 
Name: Mark Berlind
Title: Vice President, General Counsel
& Secretary

[Signature Page – Certificate of Merger]

TRADEMARK
REEL: 005257 FRAME: 0386

Exhibit A

Amended and Restated Certificate of Incorporation

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HERCULES MERGER SUB INC.

FIRST: The name of the corporation is Hercules Merger Sub Inc. (the “**Corporation**”).

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address 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 of the State of Delaware as the same exists or may hereafter be amended (“**Delaware Law**”).

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000, and the par value of each such share is \$0.01, amounting in the aggregate to \$10.00.

FIFTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.

SIXTH: Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

SEVENTH: The Corporation expressly elects not to be governed by Section 203 of Delaware Law.

EIGHTH: (1)(a) This Corporation shall, to the fullest extent and in the manner permitted by applicable law, indemnify (i) each of its current and former directors and officers and (ii) each person who is serving or has served at its request as a director or officer of another corporation (each of the foregoing is an “**indemnitee**”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a

director or officer of this Corporation, or serving or having served as a director or officer of such other corporation; *provided, however*, this Corporation shall not indemnify any indemnitee pursuant to this Article Eighth in relation to matters as to which any such person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duty as a director or officer of this Corporation or such other corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of stockholders, or otherwise.

(b) An indemnitee shall have the right to be paid by the Corporation the reasonable expenses (including reasonable attorney's fees) incurred in defending any action, suit or proceeding described in Section 8.1(a) in advance of its final disposition (hereinafter an "**advancement of expenses**"); *provided, however*, that, if Delaware Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under Article Eighth or otherwise.

(2) Any repeal or modification of this Article Eighth shall not adversely affect any right or protection of an indemnitee existing at the time of such repeal or modification.

NINTH: The Corporation reserves the right to amend this Certificate of Incorporation in any manner permitted by Delaware Law and all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power.

TENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Delaware Law, or (iv) for any transaction from which the director derived an improper personal benefit. If Delaware Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by Delaware Law, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.