

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM310638

| | | | |
|---|--|-----------------------|----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 06/27/2014 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| COMPLIANCE 360, INC. | | 06/27/2014 | CORPORATION: GEORGIA |
| RECEIVING PARTY DATA | | | |
| Name: | COMPLIANCE AND ETHICS LEARNING SOLUTIONS CORPORATION | | |
| Street Address: | 101 Morgan Lane, Suite 301 | | |
| City: | Plainsboro | | |
| State/Country: | NEW JERSEY | | |
| Postal Code: | 08536 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3098863 | COMPLIANCE 360 | |
| Registration Number: | 3939852 | COMPLIANCE 360° | |
| Registration Number: | 3869167 | COMPLIANCE 360 | |
| Registration Number: | 3533957 | VIRTUAL EVIDENCE ROOM | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3128032209 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 212-407-4000 | | |
| Email: | aprovenio@loeb.com | | |
| Correspondent Name: | TAMARA F. CARMICHAEL - LOEB & LOEB LLP | | |
| Address Line 1: | 345 PARK AENUE | | |
| Address Line 4: | NEW YORK, NEW YORK 10154 | | |
| ATTORNEY DOCKET NUMBER: | 221025-10001 | | |
| NAME OF SUBMITTER: | TAMARA F. CARMICHAEL | | |
| SIGNATURE: | /TAMARA F. CARMICHAEL/ | | |
| DATE SIGNED: | 07/14/2014 | | |
| 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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

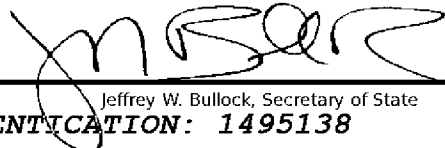
"COMPLIANCE 360, INC.", A GEORGIA CORPORATION,
WITH AND INTO "COMPLIANCE AND ETHICS LEARNING SOLUTIONS CORPORATION" UNDER THE NAME OF "COMPLIANCE AND ETHICS LEARNING SOLUTIONS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2014, AT 1:49 O'CLOCK P.M.

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

3739429 8100M

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1495138

DATE: 06-27-14

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

TRADEMARK
REEL: 005322 FRAME: 0491

CERTIFICATE OF OWNERSHIP AND MERGER

OF

COMPLIANCE 360, INC.

WITH AND INTO

COMPLIANCE AND ETHICS LEARNING SOLUTIONS CORPORATION

This Certificate of Ownership and Merger (this "Certificate") is being duly executed and filed pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL").

Compliance and Ethics Learning Solutions Corporation, a corporation organized under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on December 12, 2003, pursuant to the DGCL.

SECOND: That the Corporation is the owner of more than ninety percent (90%) of the outstanding shares of capital stock of Compliance 360, Inc., a corporation organized under the laws of the State of Georgia ("Compliance 360").

THIRD: That Compliance 360 was incorporated on February 28, 2000, pursuant to the Georgia Business Corporation Code (the "Georgia Code").

FOURTH: That Compliance 360 hereby merges with and into the Corporation pursuant to the Agreement and Plan of Merger, dated as of June 27, 2014, by and between the Corporation and Compliance 360 (the "Merger"). The Merger shall become effective as of the time this Certificate of Merger is filed with the Secretary of State of Delaware.

FIFTH: That the name of the surviving corporation of the Merger which will continue its existence upon the effective time of the Merger (the "Surviving Corporation") is Compliance and Ethics Learning Solutions Corporation.

SIXTH: That the Certificate of Incorporation of the Corporation in effect immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

SEVENTH: That the resolutions set forth on Exhibit A hereto were duly adopted as of June 27, 2014, by the unanimous written consent of the Board of Directors of the Corporation relating to the Merger.

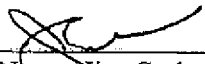
EIGHTH: That the sole stockholder of the Corporation has approved the Merger by a written consent dated as June 27, 2014, pursuant to Section 228 of the DGCL.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by the undersigned this 27th day of June, 2014.

**COMPLIANCE AND ETHICS
LEARNING SOLUTIONS
CORPORATION**

By: _____


Name: Jim Curham
Title: Treasurer

Approval of Merger Agreement

WHEREAS, the Board has determined that it is advisable and in the best interests of the Corporation to enter into that certain Agreement and Plan of Merger (the "Merger Agreement") by and between the Corporation and Compliance 360, Inc., a Georgia corporation ("Subsidiary"), substantially in the form and on the terms delivered to the Board, pursuant to which Subsidiary will be merged with and into the Corporation (the "Merger") with the Corporation continuing as the surviving corporation of the Merger (the "Surviving Corporation").

NOW, THEREFORE, BE IT:

RESOLVED, that the Merger, pursuant to, and on the terms and subject to the conditions set forth in, the Merger Agreement, be, and hereby is, ratified, confirmed, adopted and approved in all respects.

RESOLVED, that (i) the Corporation is authorized to enter into and perform its obligations under the Merger Agreement, (ii) the Merger Agreement is hereby authorized and approved and (iii) any officer of the Corporation (each, an "Authorized Officer") is hereby authorized to execute and deliver, in the name and on behalf of the Corporation, the Merger Agreement.

RESOLVED, that the Corporation declares the advisability of the Merger and the Merger Agreement, and recommends that SAI Global CIS US GP, the sole stockholder of the Corporation, approve the Merger and the Merger Agreement.

RESOLVED, that the Merger and the Merger Agreement be submitted to SAI Global CIS US GP for approval.

RESOLVED, that upon receiving approval of the Merger and the Merger Agreement by SAI Global CIS US GP, in its capacity as the sole stockholder of the Corporation, the Authorized Officers be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to prepare and execute (i) an appropriate certificate of ownership and merger pursuant to Section 253 of the DGCL, with respect to the Merger and to cause the same to be filed with the Secretary of State of the State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or appropriate to effect the Merger and (ii) an appropriate certificate of merger pursuant to Section 14-2-1105 of the Business Corporation Code of the State of Georgia, with respect to the Merger and to cause the same to be filed with the Secretary of State of the State of Georgia, and to do all acts and things whatsoever, whether within or without the State of Georgia, which may be necessary or appropriate to effect the Merger.

RESOLVED, that all actions previously taken by any of the Authorized Officers, in the name or on behalf of the Corporation, in connection with the transactions contemplated by the foregoing resolutions be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Corporation.