

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM310639

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/27/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
INTEGRITY INTERACTIVE CORPORATION		06/27/2014	CORPORATION: DELAWARE
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: 9			
Property Type	Number	Word Mark	
Registration Number:	3064406	CODEONE	
Registration Number:	2912737	INTEGRITY WEBLINE	
Registration Number:	3748395	ETHICSREACH	
Registration Number:	3611554	I. INTEGRITY.	
Registration Number:	3781755	INTEGRITY PINPOINTS	
Registration Number:	3781754	INTEGRITY SPOTLIGHTS	
Registration Number:	2304737	INTEGRITY INTERACTIVE	
Registration Number:	2371505	INTEGRITY INTERACTIVE	
Registration Number:	2441255	INTEGRITY INTERACTIVE	
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:	aprovencio@loeb.com		
Correspondent Name:	TAMARA F. CARMICHAEL - LOEB & LOEB LLP		
Address Line 1:	345 PARK AVENUE		
Address Line 4:	NEW YORK, NEW YORK 10154		

CH \$240.00 3064406

ATTORNEY DOCKET NUMBER:	221025-10001
NAME OF SUBMITTER:	TAMARA F. CARMICHAEL
SIGNATURE:	/TAMARA F. CARMICHAEL/
DATE SIGNED:	07/14/2014
Total Attachments: 4 source=Integrity merge into CELS DE#page1.tif source=Integrity merge into CELS DE#page2.tif source=Integrity merge into CELS DE#page3.tif source=Integrity merge into CELS DE#page4.tif	

Delaware

PAGE 1

The First State

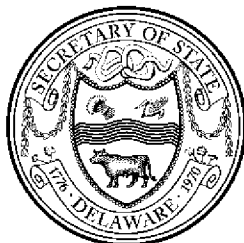
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"INTEGRITY INTERACTIVE CORPORATION", A DELAWARE 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 1:17 O'CLOCK P.M.

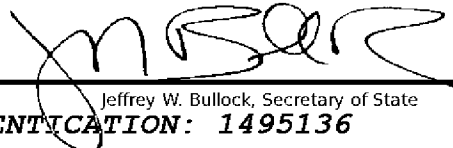
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3739429 8100M

140894089



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1495136

DATE: 06-27-14

TRADEMARK
REEL: 005322 FRAME: 0497

CERTIFICATE OF OWNERSHIP AND MERGER

OF

INTEGRITY INTERACTIVE CORPORATION

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 Integrity Interactive Corporation, a corporation organized under the laws of the State of Delaware ("Integrity Interactive").

THIRD: That Integrity Interactive was incorporated on June 8, 2000, pursuant to the DGCL.

FOURTH: That Integrity Interactive 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 Integrity Interactive (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: 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 17th day of June, 2014.

**COMPLIANCE AND ETHICS
LEARNING SOLUTIONS
CORPORATION**

By: _____

Name: Jim Curham

Title: Treasurer

Signature Page to
Certificate of Ownership and Merger

TRADEMARK
REEL: 005322 FRAME: 0499

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 Integrity Interactive Corporation, a Delaware 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 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.

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.