

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM311314

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	04/29/2014

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Personnel Decisions International Corporation		04/29/2014	CORPORATION: DELAWARE

## NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Korn Ferry Leadership Consulting Corporation	04/29/2014	CORPORATION: DELAWARE

## MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

<b>Name:</b>	Korn Ferry Leadership Consulting Corporation
<b>Street Address:</b>	1900 Avenue of the Stars, STE 2600
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90067
<b>Entity Type:</b>	CORPORATION: DELAWARE

## PROPERTY NUMBERS Total: 106

Property Type	Number	Word Mark
Registration Number:	1916407	A WINNING BALANCE
Registration Number:	3944764	LOMINGER
Registration Number:	3941126	LOMINGER INTERNATIONAL
Registration Number:	1914602	CAREER ARCHITECT
Registration Number:	1713627	CAREER ARCHITECT
Registration Number:	2238076	CHANGE!ABLE ARCHITECT
Registration Number:	2148391	CHOICES ARCHITECT
Registration Number:	2201618	CHOICES ARCHITECT
Registration Number:	2155597	COMPABILITY ARCHITECT
Registration Number:	2022491	COMPETENCY ARCHITECT
Registration Number:	4216534	FYI FOR YOUR IMPROVEMENT
Registration Number:	2895367	INTERVIEW ARCHITECT
Registration Number:	2756993	INTERVIEW ARCHITECT
Registration Number:	1967221	LEADERSHIP ARCHITECT

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1825119	LEADERSHIP ARCHITECT
Registration Number:	1979429	LEARNING AGILITY
Registration Number:	2157048	LEARNING ARCHITECT
Registration Number:	2155594	ORGANIZATION ARCHITECT
Registration Number:	2077606	ORGANIZATION ARCHITECT
Registration Number:	2155595	ORGANIZATIONAL CULTRIBUTES ARCHITECT
Registration Number:	2112528	ORGANIZATIONAL CULTRIBUTE ARCHITECT
Registration Number:	2180870	PERFORMANCE MANAGEMENT ARCHITECT
Registration Number:	3682352	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	3682353	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	3682354	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	3682355	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	2911373	SUCCESSION ARCHITECT
Registration Number:	2887561	TALKING TALENT
Registration Number:	2887562	TALKING TALENT
Registration Number:	4270606	TALKING TALENT
Registration Number:	2509130	TEAM ARCHITECT
Registration Number:	4387585	TEAM ARCHITECT
Registration Number:	2152703	TRAINING ARCHITECT
Registration Number:	1960871	VOICES
Registration Number:	4505144	VOICES
Registration Number:	4317577	VIAEDGE
Registration Number:	4105587	ECHOICES
Registration Number:	4319583	FYI
Registration Number:	4216649	TALENT ENGAGEMENT ARCHITECT
Serial Number:	85932617	CHOICES
Serial Number:	86042766	LEADERSHIP ARCHITECT
Registration Number:	2384458	FIRST
Registration Number:	3262215	FS100
Registration Number:	2681604	HC BRIDGE
Registration Number:	2406666	LEADERSHIP ESSENTIALS
Registration Number:	3392834	PDI
Registration Number:	2716206	PDI DEVELOPMENT PIPELINE
Registration Number:	4178584	PDI NINTH HOUSE
Registration Number:	2986188	PDI PERSONNEL DECISIONS INTERNATIONAL
Registration Number:	2539952	PERSONNEL DECISIONS
Registration Number:	2700958	TALENTVIEW
Registration Number:	3007579	TEAMTALK
Registration Number:	3126750	TEAMTALK

**TRADEMARK**

Property Type	Number	Word Mark
Registration Number:	2820309	TIME2CHANGE
Registration Number:	2559804	ALL WORK ALL PLAY
Registration Number:	2559803	ESERIES
Registration Number:	2341451	INSTANT ADVICE
Registration Number:	2670520	NETCD
Registration Number:	2471828	NINTH HOUSE
Registration Number:	2784247	NINTH HOUSE NETWORK
Registration Number:	2246325	TEAMWISE
Registration Number:	2532379	DEVELOPMENT FOR RESULTS
Serial Number:	85920270	TALENTSYNC
Serial Number:	85758958	GREATLEADERGPS
Registration Number:	3132802	COMMUNICATING FOR SUCCESS EVERYDAY
Registration Number:	3064478	CONTRIBUTING THROUGH OTHERS
Registration Number:	1916409	COST OF INTOLERANCE
Registration Number:	2332484	CROSSING THE LINE
Registration Number:	2374831	CROSSING THE LINE
Registration Number:	2275832	CULTURE COLLEGE
Registration Number:	3112919	FAMILIARITY, COMFORT & TRUST
Registration Number:	3054630	FOUR STAGES
Registration Number:	3054664	FOUR STAGES
Registration Number:	3048353	FOUR STAGES SERIES
Registration Number:	2302530	GLOBAL BEADS
Registration Number:	2308422	GLOBAL LEAD
Registration Number:	3944358	GLOBALNOVATIONS
Registration Number:	3944357	GLOBALNOVATIONS
Registration Number:	3616510	H3
Registration Number:	3087587	HIGH-PERFORMER'S MINDSET
Registration Number:	3085474	HIGH-PERFORMER'S MINDSET
Registration Number:	2095326	HONORING DIFFERENCES
Registration Number:	3025579	JUST ENOUGH PROJECT MANAGEMENT
Registration Number:	3059832	JUST ENOUGH PROJECT MANAGEMENT
Registration Number:	3132797	MAKING THE SPOKEN CONNECTION
Registration Number:	3954070	MANAGER'S MINDSET
Registration Number:	1645582	NOVATIONS
Registration Number:	1648815	NOVATIONS
Registration Number:	2161003	POWER PAIRS
Registration Number:	1935151	PROGROUP
Registration Number:	3102481	SKILANALYZER
Registration Number:	1916408	SMARTER TOGETHER

**TRADEMARK**

Property Type	Number	Word Mark
Registration Number:	2335667	THE INCLUSION WORKSHOP: STRATEGIES FOR Y
Registration Number:	2298675	WE CONNECT
Registration Number:	2424568	WHAT TO DO ON MONDAY
Registration Number:	2335666	WHAT TO DO ON MONDAY
Registration Number:	2409199	DIVERSITY 2020
Registration Number:	2155496	DIVERSITY 360
Registration Number:	2147072	DIVERSITY IS ALL OF US
Registration Number:	2373727	LEADERSHIP 2020
Registration Number:	2177481	THE DIVERSITY ADVANTAGE
Registration Number:	2211752	THE DIVERSITY COIN
Registration Number:	2485719	VECTORS
Registration Number:	1618061	VECTORS GAME
Serial Number:	86115315	TALENTSELECTION
Serial Number:	85932129	LEARNING AGILITY ARCHITECT

**CORRESPONDENCE DATA**

**Fax Number:**

*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.*

**Email:** bkemp@mofo.com

**Correspondent Name:** Lynn M. Humphreys / Morrison Foerster

**Address Line 1:** 425 Market Street

**Address Line 4:** San Francisco, CALIFORNIA 94105-2482

<b>ATTORNEY DOCKET NUMBER:</b>	68632-6000002
<b>NAME OF SUBMITTER:</b>	Lynn M. Humphreys
<b>SIGNATURE:</b>	/Lynn M. Humphreys/
<b>DATE SIGNED:</b>	07/21/2014

**Total Attachments: 5**

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# Delaware

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*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:

"SIMMONS ASSOCIATES, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "PERSONNEL DECISIONS INTERNATIONAL CORPORATION" UNDER THE NAME OF "KORN FERRY LEADERSHIP CONSULTING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF APRIL, A.D. 2014, AT 6:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF MAY, A.D. 2014.

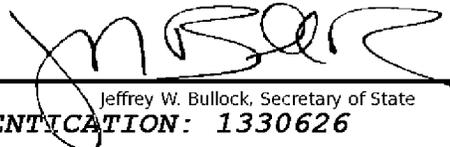
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4581607 8100M

140536739



You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1330626

DATE: 04-29-14

TRADEMARK  
REEL: 005326 FRAME: 0440

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION  
INTO A DOMESTIC CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Personnel Decisions International Corporation, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Simmons Associates, Inc., a Pennsylvania corporation.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation pursuant to Title 8, Section 252 of the DGCL.

**THIRD:** The name of the surviving corporation is Personnel Decisions International Corporation, a Delaware corporation, which name shall herewith be changed to Korn Ferry Leadership Consulting Corporation upon the effectiveness of the merger.

**FOURTH:** Upon the effectiveness of the merger, the Certificate of Incorporation of the surviving corporation shall be amended to read in its entirety as set forth on Exhibit A attached hereto.

**FIFTH:** The authorized stock of the non-Delaware corporation is 1,000 and has no par value.

**SIXTH:** The merger is to become effective at 12:02 a.m. Pacific Daylight Time on May 1, 2014.

**SEVENTH:** The Agreement and Plan of Merger is on file at 1900 Avenue of the Stars, Suite 2600, Los Angeles, California 90067, the principal place of business of the surviving corporation.

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

[Signature page follows]

**IN WITNESS WHEREOF**, said surviving corporation has caused this Certificate of Merger to be signed by an authorized officer, the 29th day of April, 2014.

**PERSONNEL DECISIONS INTERNATIONAL  
CORPORATION**

By: /s/ Peter L. Dunn

Authorized Officer

Name: Peter L. Dunn

Title: Corporate Secretary

## EXHIBIT A

### Certificate of Incorporation of Korn Ferry Leadership Consulting Corporation

1. The name of the Corporation is Korn Ferry Leadership Consulting Corporation (the "Corporation").
2. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of all classes of stock that the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock with a par value of \$0.0001 per share.
5. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.
6. The stockholders are expressly authorized to make, alter or repeal the Bylaws of the Corporation.
7. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.
8. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Delaware General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Delaware General Corporation Law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or

class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
10. To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. No amendment to, or modification or repeal of, this Article 10 shall adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal. This Article 10 does not affect the availability of equitable remedies for breach of fiduciary duties.