

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM322752

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	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)			
Name:	Korn Ferry Leadership Consulting Corporation		
Street Address:	1900 Avenue of the Stars, STE 2600		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90067		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2064713	FACILITATIVE SELLING	
Registration Number:	2391934	LORE INTERNATIONAL INSTITUTE	
Registration Number:	2250575	LORE INTERNATIONAL INSTITUTE	
CORRESPONDENCE DATA			
Fax Number:	4152687522		
<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>			
Email:	bkemp@mofa.com		
Correspondent Name:	Lynn M. Humphreys Morrison & Foerster		
Address Line 1:	425 Market Street		
Address Line 4:	San Francisco, CALIFORNIA 94105-2482		
ATTORNEY DOCKET NUMBER:	68632-6000002		
NAME OF SUBMITTER:	Lynn M. Humphreys		

CH \$90.00 2064713

SIGNATURE:	/Lynn M. Humphreys/
DATE SIGNED:	11/10/2014
Total Attachments: 5 source=04 - Name change Assign_ PDI_Simmons to KFLCC#page1.tif source=04 - Name change Assign_ PDI_Simmons to KFLCC#page2.tif source=04 - Name change Assign_ PDI_Simmons to KFLCC#page3.tif source=04 - Name change Assign_ PDI_Simmons to KFLCC#page4.tif source=04 - Name change Assign_ PDI_Simmons to KFLCC#page5.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 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.

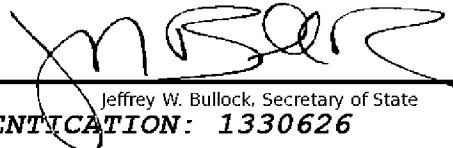
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4581607 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1330626

DATE: 04-29-14

TRADEMARK
REEL: 005398 FRAME: 0638

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.