

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM348287

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	06/25/2015		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
National Employment Service Corporation		06/25/2015	CORPORATION: NEW HAMPSHIRE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NESC Staffing, Corp.		
<b>Street Address:</b>	72 Mirona Road		
<b>City:</b>	Portsmouth		
<b>State/Country:</b>	NEW HAMPSHIRE		
<b>Postal Code:</b>	03801		
<b>Entity Type:</b>	CORPORATION: MASSACHUSETTS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2856334	NATIONAL EMPLOYMENT SERVICE CORPORATION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6036255650		
<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>			
<b>Phone:</b>	603-628-1311		
<b>Email:</b>	mark.wright@mclane.com		
<b>Correspondent Name:</b>	Mark A. Wright		
<b>Address Line 1:</b>	900 Elm Street		
<b>Address Line 4:</b>	Manchester, NEW HAMPSHIRE 03101		
<b>ATTORNEY DOCKET NUMBER:</b>	101140		
<b>NAME OF SUBMITTER:</b>	Mark A. Wright		
<b>SIGNATURE:</b>	/Mark A. Wright/		
<b>DATE SIGNED:</b>	07/16/2015		
<b>Total Attachments: 14</b>			
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State of New Hampshire  
Department of State

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that on June 25, 2015, National Employment Service Corporation, a New Hampshire corporation merged with and into NESC Staffing, Corp., a Massachusetts corporation. I further certify the surviving corporation is NESC Staffing, Corp.



In TESTIMONY WHEREOF, I hereto  
set my hand and cause to be affixed  
the Seal of the State of New Hampshire,  
this 25<sup>th</sup> day of June, A.D. 2015

A handwritten signature in cursive script, appearing to read "William M. Gardner".

William M. Gardner  
Secretary of State

Filed  
 Date Filed: 06/25/2015  
 Business ID: 177231  
 William M. Gardner  
 Secretary of State

STATE OF NEW HAMPSHIRE

Filing fee: \$35.00

Form No. 26  
 RSA 293-A:11.05

ARTICLES OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

NESC STAFFING, CORP., a Massachusetts corporation  
 (surviving corporation)

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED DOMESTIC AND FOREIGN CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING THEM INTO ONE OF SUCH CORPORATIONS:

**FIRST:** The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act.

THE PLAN OF MERGER IS ATTACHED.

Name of Domestic Corporation: NATIONAL EMPLOYMENT SERVICE CORPORATION

- (check one)      A.            Shareholder approval was not required.  
                          B.      X        Shareholder approval was required.

Designation (class or series) of voting group	No. of shares Outstanding	Total no. of votes entitled to be cast	Total no. of votes cast:		OR Total no. of undisputed votes FOR
			FOR	AGAINST	
Undeclared	100	100			100

**SECOND:** The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

\*\*\*\*\*

Name of Foreign Corporations:      NESC STAFFING, CORP.; L I STAFFING, INC.

States of Incorporation:                Massachusetts; Texas



ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATIONS

Form No. 26  
(cont.)

**THIRD:** The laws of the state under which the foreign corporation was organized permit such a merger and the foreign corporation has complied with the laws of that state in effecting the merger.

**FOURTH:** The aggregate number of shares, which the surviving corporation has authority to issue as a result of the merger is: Three Hundred Thousand (300,000) shares of \$1.00 par value Common Stock.

NESC STAFFING, CORP.  
a Massachusetts corporation, the Surviving Entity

Dated: 6/20, 2015

By: Lawrence Leonard Tierney  
Lawrence Leonard Tierney, President

NATIONAL EMPLOYMENT SERVICE  
CORPORATION  
a New Hampshire corporation

Dated: 6/20, 2015

By: Lawrence Leonard Tierney  
Lawrence Leonard Tierney, President

LI STAFFING, INC.  
a Texas corporation

Dated: 6/20, 2015

By: Lawrence Leonard Tierney  
Lawrence Leonard Tierney, President

ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATIONS

Form No. 26  
(cont.)

**PLAN OF MERGER**

(see attached Exhibit A)

AGREEMENT AND PLAN OF MERGER

OF

NATIONAL EMPLOYMENT SERVICE CORPORATION  
(a New Hampshire corporation)

AND

L I STAFFING, INC.  
(a Texas corporation)

WITH AND INTO

NESC STAFFING, CORP. (f/k/a National Engineering Service Corporation)  
(a Massachusetts corporation)

This AGREEMENT AND PLAN OF MERGER (hereinafter the "Agreement") entered into as of the 24th day of June, 2015, by and among NATIONAL EMPLOYMENT SERVICE CORPORATION, a New Hampshire corporation (hereinafter "NATIONAL EMPLOYMENT"), L I STAFFING, INC. a Texas corporation (hereinafter "L I STAFFING"), and NESC STAFFING, CORP., a Massachusetts corporation (hereinafter "NESC,"), collectively known as (the "Parties").

WITNESSETH:

WHEREAS, NATIONAL EMPLOYMENT is a corporation duly organized and existing under the laws of the State of New Hampshire, incorporated on February 19, 1992, having authorized capital stock of 15,000 shares of \$1.00 par value common stock, and having a principal place of business in Portsmouth, New Hampshire; and

WHEREAS, L I STAFFING is a corporation duly organized and existing under the laws of the State of Texas, incorporated on October 26, 2005, having authorized capital stock of 100,000 shares of no par value common stock, and having a principal place of business in Houston, Texas; and

WHEREAS, NESC is a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts, incorporated on March 8, 1984, having authorized capital stock of 300,000 shares of \$1.00 par value common stock, and having a principal place of business in Woburn, Massachusetts; and

WHEREAS, the Parties have determined that it is in the best interests of the Parties to merge NATIONAL EMPLOYMENT and L I STAFFING with and into NESC (the "Merger") and thereafter carry on the business of the Parties as the business of NESC; and

WHEREAS, the Parties are engaging in the Merger for valid business purposes that are in the best interests of the Parties; and

WHEREAS, the Board of Directors of NATIONAL EMPLOYMENT recommended the Merger to their respective shareholders, and all of the shareholders of NATIONAL EMPLOYMENT entitled to vote with regard to the Merger have voted in favor thereof and have authorized and approved the Merger and have authorized and approved the execution of this Agreement in accordance with New Hampshire Business Corporation Act; and

WHEREAS, the Board of Directors of L I STAFFING recommended the Merger to their respective shareholders, and all of the shareholders of L I STAFFING entitled to vote with regard to the Merger have voted in favor thereof and have authorized and approved the Merger and have authorized and approved the execution of this Agreement in accordance with Texas Business Organizations Code; and

WHEREAS, the Board of Directors of NESC recommended the Merger to their respective shareholders, and all of the shareholders of NESC entitled to vote with regard to the Merger have voted in favor thereof and have authorized and approved the Merger and have authorized and approved the execution of this Agreement in accordance with Massachusetts Business Corporation Act; and

WHEREAS, the laws of the State of New Hampshire under which NATIONAL EMPLOYMENT is organized, permit such a merger; and

WHEREAS, the laws of the State of Texas under which L I STAFFING is organized, permit such a merger; and

WHEREAS, the laws of the Commonwealth of Massachusetts under which NESC is organized, permit such a merger.

NOW, THEREFORE, in consideration of the mutual covenants contained in this Agreement, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. **Terms and Conditions.** NATIONAL EMPLOYMENT and L I STAFFING shall be merged into NESC in accordance with the provisions of the New Hampshire Business Corporation Act, the Texas Business Organizations Code, and the Massachusetts Business Corporation Act. The surviving entity shall be NESC, which shall continue in existence (hereinafter sometimes referred to as "Surviving Entity") with all of its purposes, powers, objects, and rights, which shall continue unaffected and unimpaired by the Merger, except as specifically provided herein. Upon the effective date and time of the merger as described in Section 8 of this Agreement, NATIONAL EMPLOYMENT and L I STAFFING shall be merged into NESC, and the separate existence of NATIONAL EMPLOYMENT and L I STAFFING shall cease, except insofar as it may be continued by statute or in order to carry out the purposes of this Agreement, and the Surviving Entity shall continue to exist by virtue of and shall be governed by the laws of the Commonwealth of Massachusetts.



All rights, franchises, title and interests in and to all assets, properties and rights of every type and description of the business previously conducted by NATIONAL EMPLOYMENT and L I STAFFING, whether real, personal, or mixed, and whether tangible or intangible, including without limitation all goodwill, materials, files, research, development, know-how, records, systems and processes, trade secrets, trademarks, trade names, patents, copyrights, and interests thereunder, and any and all other proprietary, secret or confidential information, leases of real, personal, or mixed property, contracts and arrangements for work to be performed, and all other assets of such business as of the effective date of the Merger as described in Section 8 of this Agreement, whether or not specifically referred to herein shall be transferred to and vested in the Surviving Entity by virtue of the Merger, without further act or deed.

All rights, title, and interests of NATIONAL EMPLOYMENT and L I STAFFING in and to every type of property and choses in action shall be transferred to and vested in the Surviving Entity by virtue of the Merger, without further act or deed, and all claims, demands, property, and other interests of NATIONAL EMPLOYMENT and L I STAFFING shall be the property of the Surviving Entity, and title to all real estate vested in NATIONAL EMPLOYMENT and L I STAFFING shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Entity.

The rights of the creditors of any of the Parties shall not in any way be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause, existing against any of the Parties, or any Shareholders thereof, be released or impaired by the Merger, but the Surviving Entity shall be deemed to have assumed and shall be liable for all liabilities and obligations of both NATIONAL EMPLOYMENT and L I STAFFING in the same manner and to the same extent as if such Surviving Entity had itself incurred such liabilities or obligations.

2. **Name of Surviving Entity.** The name of the Surviving Entity shall be NESC STAFFING, CORP.

3. **Principal Place of Business.** The principal place of business of the Surviving Entity shall be 10 Cedar Street, Suite 27, Woburn, Massachusetts 01801.

4. **Articles of Incorporation.** The Articles of Organization of the NESC in effect immediately prior to the Effective Date of the Merger shall continue to be the Articles of Organization of the Surviving Entity unless and until amended by appropriate action of the Surviving Entity in accordance with applicable law.

5. **Bylaws.** The Bylaws of NESC in effect immediately prior to the effective date of the Merger shall be the Bylaws of the Surviving Entity unless and until amended by appropriate action of the Surviving Entity in accordance with applicable law.

6. **Directors and Officers of the Surviving Corporation.** The Board of Directors and officers of the Surviving Corporation shall be identical to the Board of Directors and officers of NESC immediately prior to the effective date of the merger.

7. **Conversion of Shares.** The basis and manner of converting shares of the Parties shall be as follows:

- A. Each of the 2,000 shares of common stock of NESC issued and outstanding immediately prior to the effective date of the merger shall remain outstanding and shall not be affected by the Merger, and the remaining authorized but unissued shares of common stock of NESC shall remain so authorized.
- B. Immediately prior to the effective date of the Merger, each holder of a certificate or certificates representing ownership of issued and outstanding shares of the common stock of NATIONAL EMPLOYMENT shall surrender such certificate or certificates to the Surviving Corporation, which shall be cancelled by virtue of the Merger without any action on the part of the holder thereof and shall cease to exist.
- C. Immediately prior to the effective date of the Merger, each holder of a certificate or certificates representing ownership of issued and outstanding shares of the common stock of L I STAFFING shall surrender such certificate or certificates to the Surviving Corporation, which shall be cancelled by virtue of the Merger without any action on the part of the holder thereof and shall cease to exist.

8. **Effective Date of Merger.** Subject to the provisions hereof, as soon as practicable after the adoption of this Agreement, the further procedures required to effectuate the Merger specified by the New Hampshire Business Corporation Act, the Texas Business Organizations Code, and the Massachusetts Business Corporation Act, as being required to make the Merger effective under New Hampshire, Texas, and Massachusetts laws shall be carried out and the Merger shall become effective at the date and time specified in the Articles of Merger as filed with the Massachusetts Secretary of the Commonwealth.

9. **Abandonment.** This Agreement may be abandoned by appropriate mutual action of the shareholders of the constituent Parties at any time prior to the Effective Time of the Merger.

10. **Scope of Agreement.** This Agreement embodies the entire agreement between the Parties. There are no agreements, understandings, restrictions or warranties between the Parties other than as set forth herein.

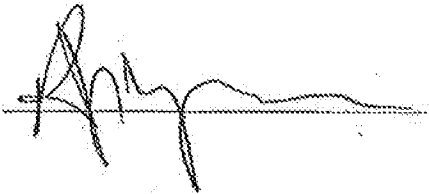
*[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK;*

*SIGNATURE PAGE FOLLOWS]*

IN WITNESS WHEREOF, NESC STAFFING, CORP., NATIONAL EMPLOYMENT SERVICE CORPORATION AND L I STAFFING, INC. have caused this Agreement and Plan of Merger to be signed by their duly authorized representatives as of the day and year first above written.

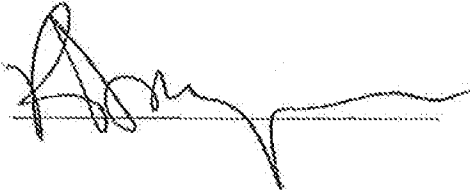
Witness:

NESC STAFFING, CORP.  
(a Massachusetts corporation, the Surviving Entity)



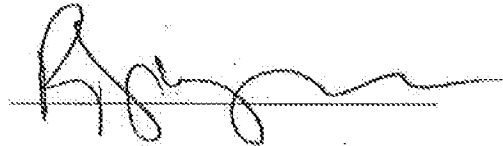
By: Lawrence Leonard Tierney  
Lawrence Leonard Tierney, President

NATIONAL EMPLOYMENT SERVICE CORPORATION  
(a New Hampshire corporation)



By: Lawrence Leonard Tierney  
Lawrence Leonard Tierney, President

L I STAFFING, INC.  
(a Texas corporation)



By: Lawrence Leonard Tierney  
Lawrence Leonard Tierney, President

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]

**DF  
PC**

**The Commonwealth of Massachusetts**  
 William Francis Galvin  
 Secretary of the Commonwealth  
 One Ashburton Place, Boston, Massachusetts 02108-1512

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
NESC Staffing, Corp.	Massachusetts	March 8, 1984
National Employment Service Corporation	New Hampshire	February 19, 1992
L I Staffing, Inc.	Texas	October 26, 2005

(3) The foreign corporation or other entity  is / is not\* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: NESC Staffing, Corp.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: \_\_\_\_\_

(7-8) For each domestic corporation that is a party to the merger:\*\*

(check appropriate box)

The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

\* Check appropriate box

\*\* Provide this information for each domestic corporation separately

(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: N/A  
*(number, street, city or town, state, zip code)*

Signed by: Lawrence Leonard Tierney  
Lawrence Leonard Tierney (signature of authorized individual) on behalf of: NESC Staffing, Corp.

Chairman of the board of directors,  
 President,  
 Other officer,  
 Court-appointed fiduciary,  
on this 27<sup>th</sup> day of June, 2015

Signed by: Lawrence Leonard Tierney  
Lawrence Leonard Tierney (signature of authorized individual) on behalf of: National Employment Service Corporation

Chairman of the board of directors,  
 President,  
 Other officer,  
 Court-appointed fiduciary,  
on this 27<sup>th</sup> day of June, 2015

Signed by Lawrence Leonard Tarnay  
*Lawrence Leonard Tarnay* (signature of authorized individual) on behalf of: L I Staffing, Inc.

Chairman of the board of directors,  
 President,  
 Other officer,  
 Court-appointed fiduciary,  
on this 22nd day of June, 2015

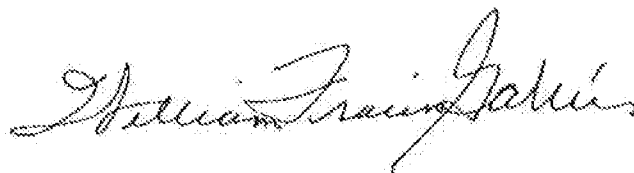
Signed by: \_\_\_\_\_  
(signature of authorized individual)

Chairman of the board of directors,  
 President,  
 Other officer,  
 Court-appointed fiduciary,  
on this \_\_\_\_\_ day of \_\_\_\_\_, 2015

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

June 25, 2015 01:47 PM

A handwritten signature in cursive script, reading "William Francis Galvin".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*