

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM388992

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	04/28/2016

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hay Group Holdings, Inc.		04/28/2016	Corporation: DELAWARE

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
Korn Ferry Hay Group, Inc.	04/28/2016	Corporation: DELAWARE

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

<b>Name:</b>	Korn Ferry Hay Group, Inc.
<b>Street Address:</b>	1900 Avenue of the Stars
<b>Internal Address:</b>	Suite 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: 30**

Property Type	Number	Word Mark
<b>Registration Number:</b>	4851322	THE RIGHT WORKFORCE, TODAY AND TOMORROW,
<b>Registration Number:</b>	4851318	FIVE RIGHTS
<b>Registration Number:</b>	4066962	REWARD PINPOINT
<b>Registration Number:</b>	4103213	HAY GROUP SPECTRUM
<b>Registration Number:</b>	3624785	HAYGROUP HELPS ORGANIZATIONS WORK
<b>Registration Number:</b>	3446847	HELPING ORGANIZATIONS WORK
<b>Registration Number:</b>	3061321	JOB MAPPING
<b>Registration Number:</b>	2919064	THE ACCOUNTABLE ORGANIZATION
<b>Registration Number:</b>	2912800	HAYGROUP PATHFINDER
<b>Registration Number:</b>	3912349	RESPONSIBLE REWARD
<b>Registration Number:</b>	3047198	THE EXECUTIVE EDITION
<b>Registration Number:</b>	2446395	HAY GUIDE CHART
<b>Registration Number:</b>	2422907	EI

OP \$765.00 4851322

Property Type	Number	Word Mark
Registration Number:	2241113	PAYNET
Registration Number:	1740100	HAYGROUP
Serial Number:	86723499	THE BOARD LIFE CYCLE
Serial Number:	86678891	HAYGROUP O2L
Serial Number:	86678843	O2L
Serial Number:	86678589	YOUR LEADERSHIP EXPERIENCE
Serial Number:	86593658	THE RIGHT WORKFORCE, TODAY AND TOMORROW,
Serial Number:	86593216	FIVE RIGHTS
Serial Number:	86573044	THE CEO LIFE CYCLE
Serial Number:	86486279	REWARD EFFECTIVENESS
Serial Number:	86472484	HAY JOURNEY
Serial Number:	86471348	HAYGROUP JOURNEY
Serial Number:	86471323	JOURNEY
Serial Number:	86317281	ACTIVATE
Serial Number:	86317229	HAYGROUP ACTIVATE
Serial Number:	86013825	HAY GROUP FAMILY CAPITAL INDEX
Serial Number:	85890097	RETURN ON REWARD

**CORRESPONDENCE DATA**

Fax Number: 2158325767

*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.*

Phone: 215-569-5767

Email: PERRY@BLANKROME.COM

Correspondent Name: DAVID M. PERRY

Address Line 1: ONE LOGAN SQUARE

Address Line 2: 8TH FLOOR

Address Line 4: PHILADELPHIA, PENNSYLVANIA 19103

NAME OF SUBMITTER:	David M. Perry
SIGNATURE:	/David M. Perry/
DATE SIGNED:	06/23/2016

**Total Attachments: 3**

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# Delaware

The First State

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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:

"HAY GROUP HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "KORN FERRY LEADERSHIP CONSULTING CORPORATION" UNDER THE NAME OF "KORN FERRY HAY GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2016, AT 4:20 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. 2016 AT 3:02 O'CLOCK A.M.

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



4581607 8100M  
SR# 20162660408

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: 202231936  
Date: 04-28-16

TRADEMARK  
REEL: 005820 FRAME: 0341

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) 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 Korn Ferry Hay Group, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Hay Group Holdings, Inc., a Delaware corporation.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 251 of the DGCL.

**THIRD:** The name of the surviving corporation is Korn Ferry Hay Group, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective at 3:02 a.m. Eastern Daylight Time on May 1, 2016.

**SIXTH:** 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.

**SEVENTH:** 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 28th day of April, 2016.

**KORN FERRY HAY GROUP, INC.**

By: /s/ Jonathan Kuai

Authorized Officer

Name: Jonathan Kuai

Title: Secretary