

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM390576

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	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 Leadership Consulting Corporation	04/28/2016	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Korn Ferry Hay Group, Inc.
Street Address:	1900 Avenue of the Stars
Internal Address:	Suite 2600
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	1334084	THE HAY/HUGGINS PENSION VALUATION LANGUA
Registration Number:	1740100	HAYGROUP
Registration Number:	2241113	PAYNET
Registration Number:	2422907	EI
Registration Number:	2446395	HAY GUIDE CHART
Registration Number:	2912800	HAYGROUP PATHFINDER
Registration Number:	2919064	THE ACCOUNTABLE ORGANIZATION
Registration Number:	3047198	THE EXECUTIVE EDITION
Registration Number:	3061321	JOB MAPPING
Registration Number:	3446847	HELPING ORGANIZATIONS WORK
Registration Number:	3624785	HAYGROUP HELPS ORGANIZATIONS WORK
Registration Number:	3912349	RESPONSIBLE REWARD
Registration Number:	4066962	REWARD PINPOINT

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4103213	HAY GROUP SPECTRUM
Registration Number:	4851318	FIVE RIGHTS
Registration Number:	4851322	THE RIGHT WORKFORCE, TODAY AND TOMORROW,
Serial Number:	85890097	RETURN ON REWARD
Serial Number:	86013825	HAY GROUP FAMILY CAPITAL INDEX
Serial Number:	86317229	HAYGROUP ACTIVATE
Serial Number:	86317281	ACTIVATE
Serial Number:	86471323	JOURNEY
Serial Number:	86471348	HAYGROUP JOURNEY
Serial Number:	86472484	HAY JOURNEY
Serial Number:	86486279	REWARD EFFECTIVENESS
Serial Number:	86573044	THE CEO LIFE CYCLE
Serial Number:	86678589	YOUR LEADERSHIP EXPERIENCE
Serial Number:	86678843	O2L
Serial Number:	86678891	HAYGROUP O2L
Serial Number:	86723499	THE BOARD LIFE CYCLE
Registration Number:	1309797	PVL

CORRESPONDENCE DATA

Fax Number: 2158325329

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: 215-569-5329

Email: tkelly@blankrome.com

Correspondent Name: Thomas H. Kelly

Address Line 1: One Logan Square

Address Line 2: 8th Floor

Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	Thomas H. Kelly
SIGNATURE:	/Thomas H. Kelly/
DATE SIGNED:	07/07/2016

Total Attachments: 3

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Delaware

The First State

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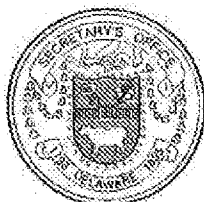
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"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.




Jeffrey W. Bullock, Secretary of State

4581607 8100M
SR# 20162660408

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

Authentication: 202231936
Date: 04-28-16

TRADEMARK
REEL: 005829 FRAME: 0284

**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