

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM498129

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/16/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CARLYLE TALENT PARTNERS MIDCO, INC.		11/16/2015	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	TALENT PARTNERS HOLDINGS, INC.
Street Address:	75 Second Avenue, Suite 720
Internal Address:	C/o Extreme Reach, Inc.
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02494
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2949097	
Registration Number:	2949098	TALENT PARTNERS
Registration Number:	1712083	TALENT PARTNERS
Registration Number:	4657723	NABLE
Registration Number:	4798450	NABLE

CORRESPONDENCE DATA

Fax Number: 3128622200

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: 3128623837

Email: raza.siddiqui@kirkland.com

Correspondent Name: Raza Siddiqui

Address Line 1: 300 N. Lasalle

Address Line 2: Kirkland & Ellis LLP

Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	26082-4
NAME OF SUBMITTER:	Raza Siddiqui

CH \$140.00 2949097

SIGNATURE:	/razasiddiqui/
DATE SIGNED:	11/14/2018
Total Attachments: 3 source=Carlyle Midco into Talent Partners Holdings#page1.tif source=Carlyle Midco into Talent Partners Holdings#page2.tif source=Carlyle Midco into Talent Partners Holdings#page3.tif	

**CERTIFICATE OF OWNERSHIP
AND MERGER**

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:19 AM 11/19/2015
FILED 09:19 AM 11/19/2015
SR 20150986667 - File Number 5528306

Merging

CARLYLE TALENT PARTNERS MIDCO, INC.
(a Delaware corporation)

with and into
its parent corporation

TALENT PARTNERS HOLDINGS, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of Delaware

Talent Partners Holdings, Inc. (the "Corporation") organized and existing under and by virtue of the General Corporation Law of Delaware (the "Act"), does hereby certify:

FIRST: That the Corporation was organized pursuant to the Act on May 5, 2014.

SECOND: That the Corporation owns all of the issued and outstanding shares of the capital stock of **Carlyle Talent Partners Midco, Inc.**, a corporation organized and existing under and by virtue of the Act ("MidCo" and together with the Corporation, as the "Constituent Corporations").

THIRD: That the Corporation's Board of Directors, by written consent dated November 16, 2015, determined to merge MidCo with and into the Corporation and did adopt the following resolutions:

WHEREAS: The Corporation lawfully owns 100% of the issued and outstanding common stock of MidCo; and

WHEREAS: That the Corporation desires to merge MidCo with and into the Corporation, and to possess all the estate, property, rights, privileges and franchises of MidCo; now, therefore, be it

RESOLVED: That it is in the best interests of, and advisable for MidCo to merge with and into the Corporation, with the Corporation being the surviving corporation; and

FURTHER

RESOLVED: Upon the effective date of the merger, the Corporation shall merge with MidCo and the Corporation shall assume all of the rights and obligations of

MidCo, and the Corporation will succeed to the ownership of all the assets and net worth of the Constituent Corporations; and

FURTHER

RESOLVED: That the Proper Officers of the Corporation be, and each of them individually hereby are, authorized and directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge with MidCo and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Wilmington County; and

FURTHER

RESOLVED: That the officers of this Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger; and

FURTHER

RESOLVED: It is the intent of the Constituent Corporations that the Merger qualify as, and be treated as, a tax-free reorganization pursuant to Sections 332 and 337 of the Internal Revenue Code, and related provisions; and

FURTHER

RESOLVED: That the foregoing resolutions shall be an "agreement of merger" duly adopted by the Board of Directors of the Corporation for purposes of Section 253(d) of the Act.

FOURTH: That the Corporation shall be the Surviving Corporation.

FIFTH: That the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed as of the 16th day of November, 2015.

TALENT PARTNERS HOLDINGS, INC.

By: 
Name: John Roland
Title: President

[Signature Page to Talent Partners Holdings, Inc. Certificate of Ownership and Merger]