

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM506281

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	01/01/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Personnel Decisions International Singapore Corporation		12/21/2018	Corporation: MINNESOTA
JD, Inc.		12/21/2018	Corporation: DELAWARE
Ninth House, Inc.		12/21/2018	Corporation: DELAWARE
Avery & Associates, Inc.		12/21/2018	Corporation: CALIFORNIA
Korn/Ferry International Holding India		12/21/2018	Corporation: CALIFORNIA
Continental American Management Corp.		12/21/2018	Corporation: CALIFORNIA
Korn/Ferry International, Futurestep (Holdings) Inc.		12/21/2018	Corporation: DELAWARE
Korn/Ferry International, Futurestep, Inc.		12/21/2018	Corporation: DELAWARE
Pearson, Caldwell & Farnsworth, Inc.		12/21/2018	Corporation: CALIFORNIA
Korn/Ferry International Worldwide, Inc.		12/21/2018	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Korn Ferry Hay Group, Inc.	12/21/2018	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Korn Ferry (US)
Street Address:	1900 Avenue of the Stars
Internal Address:	Suite 1600
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 3

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4715080	FUTURESTEP A KORN/FERRY COMPANY
Registration Number:	4739502	FORESIGHT
Registration Number:	2350744	FUTURESTEP

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: 2155695767

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

ATTORNEY DOCKET NUMBER:	146344-00102
NAME OF SUBMITTER:	David M. Perry
SIGNATURE:	/David M. Perry/
DATE SIGNED:	01/17/2019

Total Attachments: 6

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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:

"PERSONNEL DECISIONS INTERNATIONAL SINGAPORE CORPORATION", A
MINNESOTA CORPORATION,

"JD, INC.", A DELAWARE CORPORATION,

"NINTH HOUSE, INC.", A DELAWARE CORPORATION,

"AVERY & ASSOCIATES, INC.", A CALIFORNIA CORPORATION,

"KORN/FERRY INTERNATIONAL HOLDING INDIA", A CALIFORNIA
CORPORATION,

"CONTINENTAL AMERICAN MANAGEMENT CORP.", A CALIFORNIA
CORPORATION,

"KORN/FERRY INTERNATIONAL, FUTURESTEP (HOLDINGS) INC.", A
DELAWARE CORPORATION,

"KORN/FERRY INTERNATIONAL FUTURESTEP, INC.", A DELAWARE
CORPORATION,

"PEARSON, CALDWELL & FARNSWORTH, INC.", A CALIFORNIA
CORPORATION,




Jeffrey W. Bullock, Secretary of State

4581607 8100M
SR# 20188314720

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

Authentication: 204163220
Date: 12-21-18

TRADEMARK
REEL: 006528 FRAME: 0003

Delaware

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"KORN/FERRY INTERNATIONAL WORLDWIDE, INC.", A DELAWARE
CORPORATION,

WITH AND INTO "KORN FERRY HAY GROUP, INC." UNDER THE NAME OF
"KORN FERRY (US)", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2018, AT 12:41
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 JANUARY,
A.D. 2019 AT 12:01 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# 20188314720

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

Authentication: 204163220
Date: 12-21-18

TRADEMARK
REEL: 006528 FRAME: 0004

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS AND FOREIGN CORPORATIONS
INTO A DOMESTIC CORPORATION**

Pursuant to Title 8, Sections 251(c) and 252 of the Delaware General Corporation Law, 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 names of the corporations being merged into this surviving corporation are as follows:

Korn/Ferry International, Futurestep (Holdings) Inc., a Delaware corporation
Korn/Ferry International Futurestep, Inc., a Delaware corporation
Personnel Decisions International Singapore Corporation, a Minnesota corporation
Ninth House, Inc., a Delaware corporation
Korn/Ferry International Worldwide, Inc., a Delaware corporation
Avery & Associates, Inc., a California corporation
Pearson, Caldwell & Farnsworth, Inc., a California corporation
Korn/Ferry International Holding India, a California corporation
Continental American Management Corp., a California corporation
JD, Inc., a Delaware Corporation

Second: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and each constituent corporation.

Third: The name of the surviving corporation is Korn Ferry Hay Group, Inc., a Delaware corporation, which name shall herewith be changed to Korn Ferry (US) upon the effectiveness of the merger.

Fourth: Upon the effectiveness of the merger, the Certificate of Incorporation of the surviving corporation shall be amended and restated to read in its entirety as set forth on Exhibit A attached hereto.

Fifth: The merger is to become effective at 12:01 a.m. Eastern Standard Time on January 1, 2019.

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 any constituent corporations.

IN WITNESS WHEREOF, said surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer on the 21st day of December, 2018.

KORN FERRY HAY GROUP, INC.

By: /s/ Jonathan Kuai
Authorized Officer

Name: Jonathan Kuai

Title: Secretary

EXHIBIT A
**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
KORN FERRY (US)**

1. The name of the Corporation is Korn Ferry (US) (the "Corporation").
2. The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, 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 (the "DGCL").
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 Corporation, in accordance with Section 102(a) of the DGCL, hereby acknowledges that, as of the effectiveness of the filing of this Amended and Restated Certificate of Incorporation, its total assets, as defined in Section 503(i) of the DGCL, are not less than \$10,000,000.
6. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.
7. The stockholders are expressly authorized to make, alter or repeal the Bylaws of the Corporation.
8. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.
9. 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 the DGCL 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 the DGCL 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.

10. 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.
11. 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.

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