TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM511558

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2019
RESUBMIT DOCUMENT ID:	900481889

CONVEYING PARTY DATA

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

RECEIVING PARTY DATA

Name:	Korn Ferry (US)
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: 76

Property Type	Number	Word Mark
Registration Number:	3061321	JOBMAPPING
Registration Number:	5119666	RETURN ON REWARD
Registration Number:	4851322	THE RIGHT WORKFORCE, TODAY AND TOMORROW,
Registration Number:	2422907	EI
Registration Number:	2919064	THE ACCOUNTABLE ORGANIZATION
Registration Number:	4851318	FIVE RIGHTS
Registration Number:	1740100	HAYGROUP
Registration Number:	4066962	REWARD PINPOINT
Registration Number:	2391934	LORE INTERNATIONAL INSTITUTE
Registration Number:	2912800	HAYGROUP PATHFINDER
Registration Number:	2424568	WHAT TO DO ON MONDAY
Registration Number:	2374831	CROSSING THE LINE
Registration Number:	2756993	INTERVIEW ARCHITECT
Registration Number:	2911373	SUCCESSION ARCHITECT
Registration Number:	4863570	TALENTSYNC
Registration Number:	2332484	CROSSING THE LINE

Property Type	Number	Word Mark
Registration Number:	2700958	TALENTVIEW
Registration Number:	2384458	FIRST
Registration Number:	4528577	LEADERSHIP ARCHITECT
Registration Number:	2406666	LEADERSHIP ESSENTIALS
Registration Number:	4319583	FYI
Registration Number:	3047198	THE EXECUTIVE EDITION
Registration Number:	2446395	HAY GUIDE CHART
Registration Number:	3682352	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	2250575	LORE INTERNATIONAL INSTITUTE
Registration Number:	4317577	VIAEDGE
Registration Number:	1648815	NOVATIONS
Registration Number:	3624785	HAYGROUP HELPS ORGANIZATIONS WORK
Registration Number:	2373727	LEADERSHIP 2020
Registration Number:	2298675	WE CONNECT
Registration Number:	3025579	JUST ENOUGH PROJECT MANAGEMENT
Registration Number:	3132802	COMMUNICATING FOR SUCCESS EVERYDAY
Registration Number:	3064478	CONTRIBUTING THROUGH OTHERS
Registration Number:	3132797	MAKING THE SPOKEN CONNECTION
Registration Number:	3059832	JUST ENOUGH PROJECT MANAGEMENT
Registration Number:	3054664	FOUR STAGES
Registration Number:	2308422	GLOBAL LEAD
Registration Number:	2485719	VECTORS
Registration Number:	3054630	FOUR STAGES
Registration Number:	2302530	GLOBAL BEADS
Registration Number:	2275832	CULTURE COLLEGE
Registration Number:	2335667	THE INCLUSION WORKSHOP: STRATEGIES FOR Y
Registration Number:	2670520	NETCD
Registration Number:	2784247	NINTH HOUSE NETWORK
Registration Number:	1645582	NOVATIONS
Registration Number:	2409199	DIVERSITY 2020
Registration Number:	2471828	NINTH HOUSE
Registration Number:	2335666	WHAT TO DO ON MONDAY
Registration Number:	2887562	TALKING TALENT
Registration Number:	1825119	LEADERSHIP ARCHITECT
Registration Number:	4270606	TALKING TALENT
Registration Number:	3102481	SKILANALYZER
Registration Number:	2246325	TEAMWISE
Registration Number:	2559803	ESERIES

Property Type	Number	Word Mark
Registration Number:	2681604	HC BRIDGE
Registration Number:	1618061	VECTORS GAME
Registration Number:	2887561	TALKING TALENT
Registration Number:	2341451	INSTANT ADVICE
Registration Number:	2895367	INTERVIEW ARCHITECT
Registration Number:	4665816	TALENTSELECTION
Registration Number:	2716206	PDI DEVELOPMENT PIPELINE
Registration Number:	3682355	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	4708832	LEARNING AGILITY ARCHITECT
Registration Number:	1713627	CAREER ARCHITECT
Registration Number:	4505144	VOICES
Registration Number:	3682353	STRATEGIC EFFECTIVENESS ARCHITECT
Registration Number:	1967221	LEADERSHIP ARCHITECT
Registration Number:	5248867	SKILANALYZER
Registration Number:	4387585	TEAM ARCHITECT
Registration Number:	2241113	PAYNET
Registration Number:	2509130	TEAM ARCHITECT
Registration Number:	4216534	FYI FOR YOUR IMPROVEMENT
Registration Number:	4562202	GREATLEADERGPS
Registration Number:	2539952	PERSONNEL DECISIONS
Registration Number:	2559804	ALL WORK ALL PLAY
Registration Number:	2820309	TIME2CHANGE

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:	02/26/2019

Total Attachments: 6
source=KORN FERRY HAY GROUP INC - DE - Merger Filing - Domestic - 555505-15-0#page1.tif

source=KORN FERRY HAY GROUP INC - DE - Merger Filing - Domestic - 555505-15-0#page2.tif
source=KORN FERRY HAY GROUP INC - DE - Merger Filing - Domestic - 555505-15-0#page3.tif
source=KORN FERRY HAY GROUP INC - DE - Merger Filing - Domestic - 555505-15-0#page4.tif
source=KORN FERRY HAY GROUP INC - DE - Merger Filing - Domestic - 555505-15-0#page5.tif
source=KORN FERRY HAY GROUP INC - DE - Merger Filing - Domestic - 555505-15-0#page6.tif

Delaware

The First State

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,

4581607 8100M
SR# 20188314720

Authentication: 204163220
Date: 12-21-18

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

Delaware

The First State

"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.

4581607 8100M
SR# 20188314720

Authentication: 204163220
Date: 12-21-18

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

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

TRADEMARK
REEL: 006573 FRAME: 0774

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.

* * *

TRADEMARK
RECORDED: 01/17/2019 REEL: 006573 FRAME: 0775