

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM572592

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MORNEAU SHEPELL BDA LIMITED		12/31/2017	Corporation: ILLINOIS

RECEIVING PARTY DATA

Name:	MORNEAU SHEPELL LIMITED
Street Address:	895 Don Mills Road, Tower One, Suite 700
City:	Toronto
State/Country:	CANADA
Postal Code:	M3C1W3
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	4109037	C2C CALL 2 CHANGE

CORRESPONDENCE DATA

Fax Number: 2125750671

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: 2127909200

Email: trademark@cll.com,mxe@cll.com

Correspondent Name: Joel Karni Schmidt

Address Line 1: 114 West 47 Street

Address Line 2: Cowan, Liebowitz & Latman, P.C.

Address Line 4: New York, NEW YORK 10036-1525

NAME OF SUBMITTER:	Joel Karni Schmidt
SIGNATURE:	/Joel Karni Schmidt/
DATE SIGNED:	04/20/2020

Total Attachments: 5

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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 OWNERSHIP, WHICH MERGES:

"MORNEAU SHEPELL BDA LIMITED", AN ILLINOIS CORPORATION, WITH AND INTO "MORNEAU SHEPELL LIMITED" UNDER THE NAME OF "MORNEAU SHEPELL LIMITED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2017, AT 9:39 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2017.

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




Jeffrey W. Bullock, Secretary of State

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SR# 20177567364

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

Authentication: 203762116
Date: 12-14-17

TRADEMARK
REEL: 006918 FRAME: 0661

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MORNEAU SHEPELL BDA LIMITED

INTO

MORNEAU SHEPELL LIMITED

(Subsidiary into Parent pursuant to Section 253 of the General
Corporation Law of Delaware)

Morneau Shepell Limited, a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on June 16, 1994 under the name Family Guidance International (U.S.) Inc., pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the issued and outstanding shares of capital stock of Morneau Shepell BDA Limited, an Illinois corporation incorporated on July 1, 1982 under the name Bensinger, Dupont & Associates, Inc. (the "Subsidiary"), pursuant to the Business Corporation Act of the State of Illinois.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on December 11, 2017 by unanimous written consent of the board, determined to merge the Subsidiary with and into the Corporation, which resolution reads as follows:

WHEREAS, the Corporation desires to enter into a merger with its wholly-owned subsidiary, Morneau Shepell BDA Limited, an Illinois corporation (the "Subsidiary"), pursuant to which the Subsidiary will merge with and into the Corporation and the Corporation will be the

surviving corporation which will assume all of the liabilities, rights, and privileges of the Subsidiary (the "Merger"); and

WHEREAS, the Board deems it to be in the best interests of the Corporation to effect the Merger, and to execute and deliver all documents to effect the Merger, including, without limitation, a Certificate of Ownership and Merger to be filed with the Delaware Secretary of State (the "Delaware Certificate") and Articles of Merger to be filed with the Illinois Secretary of State (the "Illinois Articles").

NOW, THEREFORE, BE IT:

RESOLVED, that upon the appropriate filing and acceptance of the Delaware Certificate and the Illinois Articles, to both be effective on December 31, 2017 (the "Effective Date"), the Subsidiary will merge with and into the Corporation and pursuant thereto the separate corporate existence of the Subsidiary shall cease and the Corporation shall assume all of the Subsidiary's liabilities, rights and privileges; and be it further

RESOLVED, that the terms and conditions of the Merger are that upon the Effective Date all stock of the Subsidiary then issued and outstanding shall be cancelled and shall cease to exist, and the separate corporate existence of the Subsidiary shall cease; and be it further

RESOLVED, that each officer of the Corporation (each an "Officer") be, and hereby is, authorized to execute and deliver on behalf of the Corporation the Delaware Certificate and the Illinois Articles, and all other documents contemplated by and necessary to effect the Merger, and any other transactions contemplated by the Merger; and be it further

RESOLVED, that each Officer be, and hereby is, authorized to do or cause to be done, in the name and on behalf of the Corporation, any and all such acts and to execute, deliver and file, in the name and on behalf of the Corporation, any and all such agreements, applications, certificates and other documents, including, without limitation, the filing of the Delaware Certificate with the Delaware Secretary of State and the Illinois Articles with the Illinois Secretary of State, as any such Officer may deem necessary, advisable or appropriate to effectuate the foregoing resolutions.

FOURTH: That the Merger will be effective on December 31, 2017.

FIFTH: The merger of the Subsidiary into the Corporation has been approved by the unanimous written consent of the Board of Directors of the Corporation and also by the written consent of the owner of all of the issued and outstanding shares of the Corporation.

SIXTH: The executed Agreement and Plan of Merger is on file at the office of the Corporation located at 895 Don Mills Road, Tower One, Suite 700, Toronto, Ontario M3C 1W3.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officer to execute and deliver this Certificate of Ownership and Merger this 11th day of December, 2017

MORNEAU SHEPELL LIMITED

By: *S. Marsh*
Susan Marsh
Corporate Secretary & General Counsel