

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3222268

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/01/2010		
CONVEYING PARTY DATA			
Name			Execution Date
SPIRIT MERGER SUB, INC.			10/01/2010
RECEIVING PARTY DATA			
Name:	SALARY.COM, INC.		
Street Address:	15 CRAWFORD STREET		
City:	NEEDHAM		
State/Country:	MASSACHUSETTS		
Postal Code:	02494		
PROPERTY NUMBERS Total: 6			
Property Type	Number		
Patent Number:	7376569		
Patent Number:	6735571		
Patent Number:	7805354		
Patent Number:	8478618		
Application Number:	12477073		
Application Number:	10121147		
CORRESPONDENCE DATA			
Fax Number:	(561)423-9297		
<i>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.</i>			
Phone:	5618017700		
Email:	ibmptomail@iplawpro.com		
Correspondent Name:	CUENOT, FORSYTHE & KIM, LLC		
Address Line 1:	20283 STATE ROAD 7		
Address Line 2:	STE. 300		
Address Line 4:	BOCA RATON, FLORIDA 33498		
ATTORNEY DOCKET NUMBER:	8150-0000 KENEXA		
NAME OF SUBMITTER:	KEVIN T. CUENOT		
SIGNATURE:	/KEVIN T. CUENOT/		
DATE SIGNED:	02/11/2015		

PATENT

Total Attachments: 8

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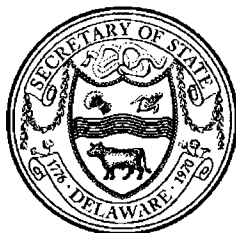
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Delaware

PAGE 1

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 OWNERSHIP OF "SALARY.COM, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2010, AT 10:22 O'CLOCK A.M.



3035247 8100

120018827

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9278227

DATE: 01-06-12

PATENT
REEL: 034940 FRAME: 0263

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SPIRIT MERGER SUB, INC.

WITH AND INTO

SALARY.COM, INC.

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Spirit Merger Sub, Inc., a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of the Corporation with and into Salary.com, Inc., a Delaware corporation ("Salary.com"), with Salary.com remaining as the surviving corporation:

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). Salary.com is incorporated pursuant to the DGCL.

SECOND: The Corporation owns at least 90% of the outstanding shares of the common stock, \$0.0001 par value per share, of Salary.com (the "Shares"). Salary.com has no class of stock outstanding other than the Shares.

THIRD: The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent in lieu of a meeting pursuant to Section 141(f) of the DGCL on September 29, 2010, determined to merge the Corporation with and into Salary.com pursuant to Section 253 of the DGCL upon the terms set forth in such resolutions. A true copy of said resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: Salary.com shall be the surviving corporation of the Merger (the "Surviving Corporation").

FIFTH: The Amended and Restated Certificate of Incorporation of Salary.com, attached hereto as Exhibit B, shall be the certificate of incorporation of the Surviving Corporation upon the filing of this Certificate of Ownership and Merger.

SIXTH: The Merger has been approved by the written consent of the sole stockholder of the Corporation in lieu of a meeting in accordance with Section 228 of the DGCL.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 1st day of October, 2010.

SPIRIT MERGER SUB, INC.

Donald F. Volk

By: _____
Name: Donald F. Volk
Title: President

Exhibit A

WHEREAS, Spirit Merger Sub, Inc., a Delaware corporation (hereinafter referred to as the "Corporation"), is a wholly-owned subsidiary of Kenexa Corporation, a Pennsylvania corporation ("Kenexa") and;

WHEREAS, Salary.com, Inc., a Delaware corporation ("Salary.com"), Kenexa and the Corporation are party to that certain Agreement and Plan of Merger dated August 31, 2010 (the "Merger Agreement") pursuant to which the Corporation (i) launched a tender offer (the "Offer") for all of the outstanding shares of Salary.com common stock (the "Shares") for consideration up to \$4.07 per share (the "Purchase Price") and (ii) would consummate, subject to acceptance of shares pursuant to the Tender Offer and the other customary conditions to be set forth in the Merger Agreement, a merger of the Corporation with and into Salary.com (the "Merger"); and

WHEREAS, at the effective time of the Merger (the "Effective Time"), the Corporation shall be merged with and into Salary.com upon the terms and subject to the conditions set forth in the Merger Agreement and the Delaware General Corporation Law, as amended (the "DGCL"), whereupon the separate corporate existence of the Corporation would cease and Salary.com shall continue as the surviving corporation of the Merger (the "Surviving Corporation"), which shall become a wholly-owned subsidiary of Kenexa and continue to exist under, and be governed by, the laws of the State of Delaware; and

WHEREAS, the terms and conditions of the Merger Agreement include, without limitation, each share of common stock of Salary.com, par value \$0.0001 per share ("Salary.com Common Stock"), including the associated preferred stock purchase rights issued under that Rights Agreement between Seller and American Stock Transfer & Trust Company, LLC, dated as of November 14, 2008, issued and outstanding immediately prior to the Effective Time (other than shares of Salary.com Common Stock (i) which are owned by Salary.com as treasury stock or by any wholly-owned subsidiary of Salary.com, and (ii) which are owned by Kenexa or the Corporation or by any wholly-owned subsidiary of Kenexa or the Corporation immediately prior to the Effective Time, each of which shall be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefore) shall be automatically converted into the right to receive an amount in cash, without interest, equal to \$4.07 (the "Merger Consideration"); and

WHEREAS, the Board of Directors of the Corporation (the "Board") has determined that the Merger Agreement is advisable, and the Merger Agreement and the transactions contemplated thereby, including the Offer and the Merger, are in the best interests of the Corporation and of Kenexa.

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby determines that the Merger Agreement is advisable, and the Merger Agreement and the transactions contemplated thereby, including the Offer and the Merger, are in the best interests of the Corporation and of Kenexa; and it is further

RESOLVED, that the Board hereby recommends the Merger Agreement and the Merger to Kenexa for approval and authorizes and directs the Authorized Officers (as defined below) to submit the Merger Agreement to Kenexa for approval; and it is further

RESOLVED, that following the Effective Time, the Surviving Corporation shall issue to any holder of common stock of the Corporation, par value \$0.01 per share, a pro rata amount of common stock of the Surviving Corporation upon the surrender by such holder of certificate(s) evidencing Corporation Common Stock; and it is further

RESOLVED, that the officers of the Corporation (each an "Authorized Officer" and collectively the "Authorized Officers") be, and each of them individually hereby is, authorized, empowered and directed to execute and deliver for and in the name of and on behalf of the Corporation and without further action by the Board, the Merger Agreement and any documents contemplated thereby, in each case with such modifications or amendments as shall be necessary or advisable, the signature of any such Authorized Officer to be conclusive evidence that such Authorized Officer deems the modifications and additional amendments reflected therein to be necessary or advisable as aforesaid; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed to cause to be paid by the Corporation any and all expenses and fees payable by the Corporation arising in connection with the Merger and the Offer, including, without limitation, the fees and disbursements of the Corporation's counsel, as applicable and such other fees and expenses as may be incurred by the Corporation in connection with the Merger; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Corporation to take any and all actions, to execute and deliver any and all documents, agreements and instruments and to take any and all steps deemed by any such Authorized Officer to be necessary or desirable to commence the Merger and to carry out the purpose and intent of each of the foregoing resolutions, and all actions heretofore taken by any of them in furtherance thereof are hereby ratified and confirmed in all respects; and it is further

RESOLVED, that any one or more of the Authorized Officers are, and each of them hereby is, authorized, empowered and directed on behalf of the Corporation, in the Corporation's name and on its behalf, to (i) make, enter into, execute, deliver, file and record any and all other or future contracts, agreements, certificates, deeds, assignments, consents and other documents and instruments, (ii) pay or cause to be paid any and all expenses and fees and disburse such other funds of the Corporation and (iii) take any and all such other actions as any such officer or officers may determine in his, her or their sole discretion to be necessary or advisable to carry out the terms, provisions, purposes or intent of the foregoing resolution and the transactions contemplated thereby, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that any and all actions of the officers of the Corporation taken prior to the date hereof to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority, are hereby ratified, approved and confirmed in all respects.

Exhibit B

See attached.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SALARY.COM, INC.

FIRST: The name of the corporation is Salary.com, Inc. (the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware and New Castle County is 1313 North Market Street, Suite 5100, Wilmington, Delaware 19801. The name of the registered agent at such address is PHS Corporate Services, Inc.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("DGCL") and to transact any or all lawful business that is incidental to such purpose.

FOURTH: The Corporation shall have authority to issue 1,000 shares of common stock with a par value of \$0.01 per share.

FIFTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this 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 this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this 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 this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this 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 this Corporation, as the case may be, and also on this Corporation.

SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the Director derived an improper personal benefit. If the DGCL is amended after the

effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of this Article VI by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification of a person serving as a director at the time of such repeal or modification.

SEVENTH: The original bylaws of the Corporation shall be adopted by the incorporator. Thereafter, the directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

EIGHTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, and the directors need not be elected by ballot unless required by the bylaws of the Corporation.

NINTH: The Corporation expressly elects not to be governed by Section 203 of the DGCL.