

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GENERAL PHYSICS CORPORATION		12/29/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	GP Strategies Corporation
Street Address:	6095 MARSHALEE DR.
Internal Address:	# 300
City:	ELKRIDGE
State/Country:	MARYLAND
Postal Code:	21075
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3251866	INFOMAESTRO
Registration Number:	3597009	INFOMAESTRO
Registration Number:	3251867	INFOMAESTRO
Registration Number:	3597010	INFOMAESTRO
Registration Number:	2787297	PLANTMENTOR
Registration Number:	2165101	RWD
Registration Number:	2162473	RWD INFOVISION
Registration Number:	2703512	RWD IVISION
Registration Number:	2587328	RWD PBA
Registration Number:	2348922	RWD PERFORMANCEVISION
Registration Number:	2036889	RWD PROVISION

OP \$390.00 3251866

Registration Number:	2533232	RWD TECHNOLOGIES
Registration Number:	2646301	RWD TOPS
Registration Number:	3829043	SOLUTIONS THAT PERFORM
Registration Number:	2701832	PERFORMTECH

**CORRESPONDENCE DATA**

Fax Number: (202)799-5144  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 2027994000  
Email: dctrademarks@dlapiper.com  
Correspondent Name: Ryan C. Compton  
Address Line 1: 500 Eighth Street, NW  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	GP STRATEGIES
NAME OF SUBMITTER:	Ryan C. Compton
Signature:	/Ryan C. Compton/
Date:	04/03/2012

**Total Attachments: 5**  
source=Certificate of Ownership and Merger (certified)#page1.tif  
source=Certificate of Ownership and Merger (certified)#page2.tif  
source=Certificate of Ownership and Merger (certified)#page3.tif  
source=Certificate of Ownership and Merger (certified)#page4.tif  
source=Certificate of Ownership and Merger (certified)#page5.tif

# 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, WHICH MERGES:

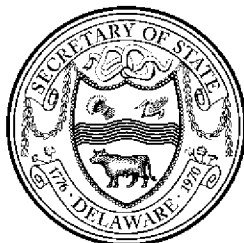
"GP STRATEGIES CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "GENERAL PHYSICS CORPORATION" UNDER THE NAME OF "GP STRATEGIES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2011, AT 10:59 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. 2011, AT 11:59 O'CLOCK P.M.

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

0948089 8100M

111355289



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9265518

DATE: 12-30-11

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004750 FRAME: 0438

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**GP STRATEGIES CORPORATION**  
(a Delaware corporation)

into

**GENERAL PHYSICS CORPORATION**  
(a Delaware corporation)

**(PURSUANT TO SECTION 253 OF THE  
DELAWARE GENERAL CORPORATION LAW)**

GP Strategies Corporation, a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), does hereby certify:

**FIRST:** That the Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "*DGCL*"), on the 11th day of March, 1959 A.D.

**SECOND:** That the Corporation owns one hundred percent (100%) of the outstanding shares of the capital stock of General Physics Corporation, a corporation organized pursuant to the provisions of the DGCL, on the 15th day of November, 1982 A.D. (the "*Subsidiary*").

**THIRD:** That the Corporation's Board of Directors at a meeting held on the 14th day of October, 2011 A.D., determined to merge the Corporation with and into said Subsidiary, with the Subsidiary as the surviving corporation, and did adopt the following resolutions:

**"Approval of Merger with General Physics Corporation"**

WHEREAS, the Corporation is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of General Physics Corporation, a Delaware corporation (the "*Subsidiary*");

WHEREAS, the Board deems it to be advisable and in the best interests of the Corporation and its stockholders that the Corporation consolidate its operations by merging the Corporation with and into the Subsidiary with the Subsidiary as the surviving corporation (the "*Merger*"); and

WHEREAS, Section 253 of the DGCL provides that if a parent corporation owns at least ninety percent (90%) of the outstanding shares of each class of stock of a subsidiary corporation, such parent corporation may be merged with and into the subsidiary corporation upon the adoption of an appropriate resolution by the Board of Directors of the parent corporation and the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

RESOLVED, FURTHER, that the Merger is hereby authorized and approved and the Corporation shall merge itself into the Subsidiary, which Subsidiary, as the surviving corporation, shall assume all of the obligations of the Corporation pursuant to Section 253 of the DGCL.

RESOLVED, FURTHER, that the terms and conditions of the Merger shall be as set forth in the Agreement and Plan of Merger previously circulated to the Board (the "*Merger Agreement*"), a copy of which is on file at the principal office of the Subsidiary located at 6095 Marshalee Drive, Suite 300, Elkridge, Maryland 21075.

RESOLVED, FURTHER, that, in accordance with the Merger Agreement, no exchange of stock certificates will be required as a result of the Merger; provided, however, that upon surrender of any certificates of stock of the Corporation, an equivalent number of shares of stock of the surviving corporation will be issued in exchange therefor.

RESOLVED, FURTHER, that the Merger be submitted to the stockholders of the Corporation at a meeting to be called and held after at least twenty days notice of the purpose thereof mailed to the last known address of each stockholder and in the event that the holders of at least a majority of the stock of the Corporation vote in favor of the Merger, the Merger shall be deemed approved.

RESOLVED, FURTHER, that any officer or director of the Corporation (each an "*Authorized Officer*"), in the name and on behalf of the Corporation be, and each hereby is, authorized, empowered and directed to execute, file and deliver to the Secretary of State of the State of Delaware the Certificate of Ownership and Merger previously circulated to the Board.

RESOLVED, FURTHER, that, in connection with the Merger, the corporate name of the surviving corporation shall be changed to "GP Strategies Corporation".

RESOLVED, FURTHER, that the Authorized Officers and any of them, are each hereby authorized and directed to execute the Merger Agreement and all other documents, agreements, certificates and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions, the execution of such documents, agreements, certificates or other instruments or taking of such action by one or more of the Authorized Officers to be conclusive evidence that the same was deemed necessary or advisable and was approved and authorized hereby."

**FOURTH:** That this Merger has been approved by the holders of at least a majority of the outstanding shares of stock of the Corporation at a meeting duly called for the purpose.

**FIFTH:** Article FIRST of the Second Amended and Restated Certificate of Incorporation of the Subsidiary, as the surviving corporation, shall be amended in connection with the merger to read in its entirety as follows: "The name of the corporation (hereinafter called the "Corporation"), is GP Strategies Corporation". The remaining provisions of the Restated Certificate of Incorporation of the Subsidiary, as the surviving corporation, as now in force and effect shall continue unchanged until thereafter amended, modified or repealed pursuant to the provisions of the DGCL.

**SIXTH:** The merger evidenced hereby is to become effective as of 11:59 p.m. local time in Elkridge, Maryland on December 31, 2011.

*[Signature appears on following page.]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its Chief Executive Officer on this 29 day of December, 2011.

GP STRATEGIES CORPORATION,  
a Delaware corporation

  
\_\_\_\_\_  
Scott Greenberg, Chief Executive Officer

EAST46807109.3

RECORDED: 04/03/2012

TRADEMARK  
REEL: 004750 FRAME: 0442