

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/15/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SPADAC Inc.		12/15/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	GeoEye Analytics Inc.
Street Address:	21700 Atlantic Boulevard
City:	Dulles
State/Country:	VIRGINIA
Postal Code:	20166
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Serial Number:	77584124	COMMERCIAL SPECIAL ACCESS PROGRAM
Serial Number:	77404903	CSAP
Serial Number:	77219131	EARTHWEAVER
Serial Number:	77659856	GEOINT ANALYST
Serial Number:	77621774	GEOREVEAL
Serial Number:	77005552	GEOSIGNATURE
Serial Number:	77783348	MRGEO
Serial Number:	85038107	PLANETRISK
Serial Number:	77219105	PLANETWEAVER
Serial Number:	85040080	SAR ANALYST
Serial Number:	85053468	SPADAC MESSAGE ANALYST
Serial Number:	77555169	SUITABILITY ANALYST
Serial Number:	77362668	THREAT ANALYST

OP \$940.00 77584124

Registration Number:	2910212	SPADAC
Registration Number:	2954470	THE LEADER IN GEOSPATIAL INTELLIGENCE
Registration Number:	3048972	THE GIS CONSULTING LEADER
Registration Number:	3076792	THE POWER TO PREDICT WHERE
Registration Number:	3079643	LOCATE YOUR POTENTIAL
Registration Number:	3081260	REINVENTING GIS
Registration Number:	3082338	MEASURE THE DIFFERENCE
Registration Number:	3091979	THE LEADER IN GEOSPATIAL RESEARCH
Registration Number:	3162415	LIFE IS SPATIAL
Registration Number:	3162478	WHERE GEOSPATIAL MEETS INTELLIGENCE
Registration Number:	3162479	THE FUSION OF GEOSPATIAL AND INTELLIGENCE
Registration Number:	3165115	REINVENTING GEOMATICS
Registration Number:	3186055	THE LEADER IN GEOINTELLIGENCE
Registration Number:	3190095	THE POWER TO KNOW WHERE
Registration Number:	3198414	THE LEADER IN LOCATION INTELLIGENCE
Registration Number:	3304886	S
Registration Number:	3316066	EARTHWHERE
Registration Number:	3386646	S SPADAC
Registration Number:	3412596	SIGNATURE ANALYST
Registration Number:	3425414	FIRESHED
Registration Number:	3469534	S
Registration Number:	3624575	EARTHWEAVER
Registration Number:	3764079	THE DECIDING FACTOR.
Registration Number:	3903555	PREDICT. PREPARE. PROTECT.

CORRESPONDENCE DATA

Fax Number: (434)817-0977
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (434) 951-5700
Email: tbergert@williamsmullen.com
Correspondent Name: Thomas F. Bergert
Address Line 1: Williams Mullen, c/o IP Docketing
Address Line 2: 222 Central Park Avenue, Suite 1700
Address Line 4: Virginia Beach, VIRGINIA 23462-3035

ATTORNEY DOCKET NUMBER:	039219.0055
NAME OF SUBMITTER:	Thomas F. Bergert

Signature:	/Thomas F. Bergert/
Date:	01/21/2011
Total Attachments: 5 source=Certificate of Merger - Geoeye and SPADAC#page1.tif source=Certificate of Merger - Geoeye and SPADAC#page2.tif source=Certificate of Merger - Geoeye and SPADAC#page3.tif source=Certificate of Merger - Geoeye and SPADAC#page4.tif source=Certificate of Merger - Geoeye and SPADAC#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 MERGER, WHICH MERGES:

"GEOEYE MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SPADAC INC." UNDER THE NAME OF "GEOEYE ANALYTICS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2010, AT 1:06 O'CLOCK P.M.

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



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101191396

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8430156

DATE: 12-15-10

TRADEMARK
REEL: 004458 FRAME: 0295

**CERTIFICATE OF MERGER
MERGING
GEOEYE MERGER SUB, INC.
A DELAWARE CORPORATION
WITH AND INTO
SPADAC INC.
A DELAWARE CORPORATION**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware

The undersigned corporation, SPADAC Inc., hereby certifies that:

FIRST: The names and states of incorporation of the constituent corporations are: GeoEye Merger Sub, Inc., a Delaware corporation (the "**Disappearing Corporation**"), and SPADAC Inc., a Delaware corporation (the "**Surviving Corporation**").

SECOND: An Agreement and Plan of Merger, dated December 4, 2010 (the "**Merger Agreement**"), setting forth the terms and conditions of the merger of the Disappearing Corporation with and into the Surviving Corporation (the "**Merger**"), has been approved, adopted, certified, executed and acknowledged by the Disappearing Corporation and by the Surviving Corporation in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the Merger is SPADAC Inc.

FOURTH: The Amended and Restated Certificate of Incorporation of the Surviving Corporation to be effective upon the effective date of the Merger (the "**Revised Certificate**") is attached hereto as Exhibit A. Immediately following the Merger, the name of the Surviving Corporation shall be "GeoEye Analytics Inc." as set forth in the Revised Certificate.

FIFTH: The Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

GeoEye Analytics Inc.
c/o GeoEye, Inc.
21700 Atlantic Boulevard
Dulles, VA 20166

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Disappearing Corporation or the Surviving Corporation.

SEVENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of SPADAC Inc. as its authorized officer and hereby affirms, under penalty of perjury, that this Certificate of Merger is the act and deed of such corporation and that the facts stated herein are true.

DATED: December 15, 2010

**SPADAC Inc.,
a Delaware corporation**

By: /s/ Mark E. Dumas

Name: Mark E. Dumas

Title: **Chief Executive Officer**

Exhibit A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GEOEYE ANALYTICS INC.**

FIRST. The name of the corporation is GcoEye Analytics Inc. (the "Corporation").

SECOND. The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of the registered agent of the Corporation at such address is Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be incorporated under the General Corporation Law of the State of Delaware.

FOURTH. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 545,751 shares of common stock, with \$.01 par value per share ("Common Stock"). Shares of Common Stock of the Corporation may be issued for such consideration and for such corporate purposes as the Board of Directors of the Corporation may from time to time determine

FIFTH. Unless and except to the extent that the bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation.

SEVENTH. 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 General Corporation Law of the State of Delaware, as the same exists or hereafter may be amended, or (d) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the date of filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended General Corporation Law of the State of Delaware. Any repeal or modification of this Article Ninth by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inscribed, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.