

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion/Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Virtual Vehicle LLC		12/20/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	StreetLight Data, Inc.		
Street Address:	330 Townsend Street, Suite 117		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94107		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	85491060	ROUTE SCIENCE	
Serial Number:	85491059	ROUTE SCIENCE	
Serial Number:	85491057	ROUTE SCIENCE	
Serial Number:	85491063	STREETLIGHT DATA	
Serial Number:	85491064	STREETLIGHT DATA	
Serial Number:	85491062	STREETLIGHT DATA	
CORRESPONDENCE DATA			
Fax Number:	6506147401		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	650-614-7400		
Email:	lpartmann@orrick.com		
Correspondent Name:	Diana Rutowski		
Address Line 1:	2050 Main Street, Suite 1100		
Address Line 2:	Orrick, Herrington & Sutcliffe LLP		

CH \$165.00 85491060

Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER: 26896.6001/1640

NAME OF SUBMITTER: Diana Rutowski

Signature: /Diana Rutowski/

Date: 04/20/2012

**Total Attachments: 11**

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "VIRTUAL VEHICLE LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "VIRTUAL VEHICLE LLC" TO "STREETLIGHT DATA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2011, AT 7 O'CLOCK P.M.

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

4817248 8100V

111341586



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9275909

DATE: 01-05-12

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

TRADEMARK  
REEL: 004762 FRAME: 0128

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW**

1) The jurisdiction where the Limited Liability Company first formed is:

Delaware

2) The jurisdiction immediately prior to filing this Certificate is:

Delaware

3) The date the Limited Liability Company first formed is:

April 28, 2010

4) The name of the Limited Liability Company immediately prior to filing this Certificate is: Virtual Vehicle LLC

5) The name of the Corporation as set forth in the Certificate of Incorporation is:

StreetLight Data, Inc.


IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the

20 day of Dec, 2011.

**MANAGING MEMBER:**

LAURA SCHEWEL

By:

  
Laura Schewel, Managing Member

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "STREETLIGHT DATA, INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2011, AT 7 O'CLOCK P.M.

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

4817248 8100V

111341586



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9275909

DATE: 01-05-12

TRADEMARK  
REEL: 004762 FRAME: 0131

**CERTIFICATE OF INCORPORATION**

**OF**

**STREETLIGHT DATA, INC.**

**ARTICLE I**

The name of this corporation is StreetLight Data, Inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

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

**ARTICLE IV**

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "FF Preferred Stock." The total number of shares which the Corporation is authorized to issue is 23,011,852 shares, each with a par value of \$0.0001 per share. 20,000,000 shares shall be Common Stock and 3,011,852 shares shall be FF Preferred Stock.

(B) **FF Preferred Stock.** The rights, preferences, privileges, and restrictions granted to and imposed on the FF Preferred Stock are as set forth below in this Article IV(B).

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the FF Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends (other than payable solely in Common Stock) as may be declared from time to time by the Board of Directors on a pro rata basis with the holders of the Common Stock based on the number of shares of Common Stock held by each (calculated as if all the FF Preferred Stock has converted into Common Stock).

2. **Liquidation.** In the event of any liquidation, dissolution, winding up of the Corporation, or any Liquidation Transaction (as defined below) either voluntary or involuntary, all assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the FF Preferred Stock and the Common Stock pro rata based upon the number of shares of Common Stock held by each (calculated as if all the FF Preferred Stock has converted into Common Stock). For purposes of this Section 2, "Liquidation Transaction" shall mean a transaction in which the Corporation sells, conveys, or otherwise

disposes of all or substantially all of its property or business or merges with or into or consolidates with any other corporation, limited liability company or other entity (other than a wholly-owned subsidiary of the Corporation), provided that none of the following shall be considered a Liquidation Transaction: (a) a merger effected exclusively for the purpose of changing the domicile of the Corporation, (b) an equity financing in which the Corporation is the surviving corporation, or (c) a transaction in which the stockholders of the Corporation immediately prior to the transaction own 50% or more of the voting capital stock (on an as converted basis) of the surviving corporation following the transaction. In the event of a merger or consolidation of the Corporation that is deemed pursuant to this section to be a Liquidation Transaction, all references in this Section 2 to “assets of the Corporation” shall be deemed instead to refer to the aggregate consideration to be paid to the holders of the Corporation’s capital stock in such merger or consolidation. Nothing in this subsection 2 shall require the distribution to stockholders of anything other than proceeds of such transaction in the event of a merger or consolidation of the Corporation.

3. **Redemption.** The FF Preferred Stock is not redeemable at the option of any holder.

4. **Conversion.** The holders of the FF Preferred Stock shall have conversion rights as follows (the “FF Preferred Stock Conversion Rights”):

(a) **Right to Convert to Common Stock.** Each share of FF Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.0001 by the FF Preferred Stock Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. Any transfer of shares of FF Preferred Stock that is not (i) made in connection with an Equity Financing (as such term is defined in Section 4(b) below), or (ii) authorized by a majority of the Board of Directors, shall be deemed an election of an option to convert such shares into Common Stock and each such transferred share of FF Preferred Stock shall automatically convert into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.0001 by the FF Preferred Stock Conversion Price applicable to such share, determined as hereafter provided, effective immediately prior to such transfer. The initial FF Preferred Stock Conversion Price per share of FF Preferred Stock shall be \$0.0001. Such initial FF Preferred Stock Conversion Price shall be subject to adjustment as set forth in Section 4(a)(iii).

(i) **Automatic Conversion.** Each share of FF Preferred Stock shall automatically be converted into shares of Common Stock at the FF Preferred Stock Conversion Price at the time in effect for such share immediately upon the earlier of (A), except as provided below in Section 4(a)(ii), the Corporation’s sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended, or (B) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of FF Preferred Stock.



(ii) **Mechanics of Conversion.** Before any holder of FF Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such FF Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of FF Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of such FF Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act the conversion may, at the option of any holder tendering such FF Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive Common Stock upon conversion of such FF Preferred Stock shall not be deemed to have converted such FF Preferred Stock until immediately prior to the closing of such sale of securities.

(iii) **FF Preferred Stock Conversion Price Adjustments for Certain Splits and Combinations.** The FF Preferred Conversion Price shall be subject to adjustment from time to time as follows:

1. **Stock Splits and Dividends.** In the event the Corporation should at any time or from time to time after the date on which any shares of FF Preferred Stock were first issued (the "Purchase Date") fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock without a commensurate split or subdivision of the FF Preferred Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "FF Preferred Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the FF Preferred Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the FF Preferred Stock Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate number of shares of Common Stock outstanding and those issuable with respect to such FF Preferred Common Stock Equivalents with the number of shares issuable with respect to FF Preferred Common Stock Equivalents determined from time to time as provided in Section 4(a)(iii)(3) below.

2. **Reverse Stock Splits.** If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination or reverse split of the outstanding shares of Common Stock, then, following the record date of such

combination or reverse split, the FF Preferred Stock Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

3. The following provisions shall apply for purposes of this Section 4(a)(iii):

(A) The aggregate maximum number of shares of Common Stock deliverable upon conversion or exercise of FF Preferred Common Stock Equivalents (assuming the satisfaction of any conditions to convertibility or exercisability, including, without limitation, the passage of time, but without taking into account potential antidilution adjustments) shall be deemed to have been issued at the time such FF Preferred Common Stock Equivalents were issued.

(B) In the event of any change in the number of shares of Common Stock deliverable or in the consideration payable to the Corporation upon conversion or exercise of such FF Preferred Common Stock Equivalents including, but not limited to, a change resulting from the antidilution provisions thereof, the FF Preferred Stock Conversion Price, to the extent in any way affected by or computed using such FF Preferred Common Stock Equivalents, shall be recomputed to reflect such change, but no further adjustment shall be made for the actual issuance of Common Stock or any payment of such consideration upon the exercise of any such options or rights or the conversion or exchange of such securities.

(C) Upon the termination or expiration of the convertibility or exercisability of any such FF Preferred Common Stock Equivalents, the FF Preferred Stock Conversion Price, to the extent in any way affected by or computed using such FF Preferred Common Stock Equivalents, shall be recomputed to reflect the issuance of only the number of shares of Common Stock (and FF Preferred Common Stock Equivalents which remain convertible or exercisable) actually issued upon the conversion or exercise of such FF Preferred Common Stock Equivalents.

(iv) **No Fractional Shares and Certificate as to Adjustments.** No fractional shares shall be issued upon the conversion of any share or shares of the FF Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of FF Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(v) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the FF Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of such FF Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of such FF Preferred Stock, in addition to

such other remedies as shall be available to the holder of such FF Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate of Incorporation.

(b) **Right to Convert to Preferred Stock.** A share of FF Preferred Stock shall automatically convert into shares of a subsequent series or class of preferred stock ("Preferred Stock") of the Corporation, at the Conversion Ratio, effective immediately upon the purchase by an investor of such FF Preferred Stock in connection with or following an Equity Financing (as defined below). "Conversion Ratio" shall mean, for each Equity Financing, one divided by the number of shares into which a share of Preferred Stock issued in such Equity Financing is convertible into Common Stock of the Corporation, and "Equity Financing" shall mean an equity financing of the Corporation in which the Corporation signs a purchase agreement and sells and issues at least \$1,000,000 worth of a series of a Preferred Stock of the Corporation. By way of example only, in the event that one share of Preferred Stock issued in the Equity Financing is convertible into two shares of Common Stock, the Conversion Ratio shall be one-half (1/2). In connection with each Equity Financing, the number of authorized shares of Subsequent Preferred Stock may be increased from time to time by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law in order to make available a sufficient number of shares of Subsequent Preferred Stock as required to effect the conversion of FF Preferred to Subsequent Preferred Stock pursuant to this subsection 4.1(b)(ii).

(c) **Notices.** Any notice required by the provisions of this Section 4 to be given to the holders of shares of FF Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation. Any notice required by the provisions of this Section 4 to be given to the Corporation shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to the Corporation's Board of Directors at the principal business address of the Corporation.

5. **Voting Rights.** Except as expressly provided by this Certificate of Incorporation or as provided by law, the holders of the FF Preferred Stock shall have the same voting rights as the holders of the Common Stock and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and the holders of Common Stock and the holders of FF Preferred Stock shall vote together as a single class on all matters. Each holder of FF Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of FF Preferred Stock could be converted. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of FF Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward). The number of authorized shares of FF Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority

of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

6. **Status of Converted Stock.** In the event any shares of FF Preferred Stock shall be converted pursuant to Section 4 hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation. The Certificate of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

(D) **Common Stock.**

1. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors on a pro rata basis with the holders of the FF Preferred Stock based on the number of shares of Common Stock held by each (calculated as if all the FF Preferred Stock has converted into Common Stock).

2. **Liquidation Rights.** Upon the liquidation, dissolution or winding up of the Corporation, or the occurrence of a Liquidation Transaction, the assets of the Corporation shall be distributed as provided in Section 2 of Article IV(B).

3. **Redemption.** The Common Stock is not redeemable at the option of any holder.

4. **Protective Provision.** The Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the outstanding shares of Common Stock, voting as a separate class, effect a Liquidation Transaction.

5. **Voting Rights.** Each holder of Common Stock shall have the right to one vote per share of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of stock of the Corporation representing a majority of the votes represented by all outstanding shares of stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law.

## ARTICLE V

Except as otherwise set forth herein, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

## ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

### ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, 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.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

### ARTICLE VIII

The name and mailing address of the incorporator are as follows:

Bella Gelin  
c/o Orrick Herrington & Sutcliffe, LLP  
1000 Marsh Road  
Menlo Park, CA 94025

Executed on December 27, 2011.

/s/ Bella Gelin  
Bella Gelin, Incorporator