

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
vSync, Inc.		12/31/2010	CORPORATION: OHIO
RECEIVING PARTY DATA			
Name:	Accellos, Inc.		
Street Address:	90 South Cascade Ave., Suite 1200		
City:	Colorado Springs		
State/Country:	COLORADO		
Postal Code:	80903		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3847408	VSHIP	
CORRESPONDENCE DATA			
Fax Number:	3128622200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-862-6371		
Email:	renee.prescan@kirkland.com		
Correspondent Name:	Renee Prescan		
Address Line 1:	300 North LaSalle Street		
Address Line 2:	Kirkland & Ellis LLP		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	40105-61 RMP		
NAME OF SUBMITTER:	Renee M. Prescan		

Signature:	/Renee M. Prescan/
Date:	10/25/2012
Total Attachments: 4 source=Accellos_vSync Merger Certificate#page1.tif source=Accellos_vSync Merger Certificate#page2.tif source=Accellos_vSync Merger Certificate#page3.tif source=Accellos_vSync Merger Certificate#page4.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:

"VSYNC, INC.", AN OHIO CORPORATION,

WITH AND INTO "ACCELLOS, INC." UNDER THE NAME OF "ACCELLOS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 10:11 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. 2010, AT 11:59 O'CLOCK P.M.

4083139 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9904120

DATE: 10-09-12

TRADEMARK
REEL: 004888 FRAME: 0291

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

vSYNC, INC.

INTO

ACCELLOS, INC.

Accellos, Inc. ("**Parent**"), a corporation organized and existing under the laws of the state of Delaware, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
vSync, Inc.	Ohio	July 27, 1992
Accellos, Inc.	Delaware	December 22, 2005

SECOND: Section 1701.79 of the Ohio Revised Code permits the merger of a corporation of another state and a corporation organized and existing under the laws of the state of Ohio. This document is being filed pursuant to Section 253 of the Delaware General Corporation Law.

THIRD: An Agreement and Plan of Merger dated as of December 30, 2010 (the "**Merger Agreement**") has been executed by and between Parent and vSync, Inc. ("**Subsidiary**") in accordance with the requirements of Section 1071.79 of the Ohio Revised Code. This document is being filed pursuant to Section 253 of the Delaware General Corporation Law.

FOURTH: The executed Merger Agreement between Parent and Subsidiary is on file at an office of Parent, the address of which is as follows: Accellos, Inc., 90 South Cascade Avenue, Suite 1200, Colorado Springs, Colorado 80903.

FIFTH: The authorized capital stock of Subsidiary immediately prior to the effective time of the merger consisted of seven hundred fifty (750) shares of common stock, no par value (the "**Subsidiary Shares**"). Parent owns 100% of the Subsidiary Shares.

SIXTH: The Subsidiary Shares shall be cancelled in the Merger.

SEVENTH: The Fourth Amended and Restated Certificate of Incorporation of Parent shall continue unchanged as the certificate of incorporation of the surviving corporation.

EIGHTH: The Merger has been adopted, approved, certified, executed and acknowledged by Parent in accordance with the laws of the state of Delaware, under which Parent was organized.

NINTH: Anything herein to the contrary notwithstanding, this certificate of ownership and merger may be amended and the merger may be terminated and abandoned by the Board of Directors of Parent or Subsidiary at any time prior to the date of filing with the Delaware Secretary of State.



TENTH: Parent, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board of Directors on December 30, 2010, determined to merge Subsidiary with and into Parent (the "**Merger**"):

WHEREAS, Parent owns all of the issued and outstanding shares of capital stock of vSync, Inc., an Ohio corporation (the "**Subsidiary**"); and

WHEREAS, Parent's Board of Directors deems it in the best interests of Parent and its stockholders to consummate the merger of Subsidiary with and into Parent pursuant to Section 253 of the Delaware General Corporation Law, and Section 1701.79 of the Ohio Revised Code (the "**Merger**"); and

WHEREAS, the undersigned directors have reviewed the Agreement and Plan of Merger (the "**Merger Agreement**") to be entered into between Parent and Subsidiary; and

WHEREAS, the undersigned directors have reviewed the form of Certificate of Ownership and Merger to be filed with the Delaware Secretary of State and the Certificate of Merger to be filed with the Ohio Secretary of State in order to effect the Merger;

NOW, THEREFORE, BE IT RESOLVED, that Subsidiary, a wholly-owned subsidiary of Parent, shall be merged with and into Parent pursuant to the terms of the Merger Agreement, with Parent surviving the Merger; and

FURTHER RESOLVED, that the Merger Agreement, the Delaware Certificate of Ownership and Merger, and the Ohio Certificate of Merger are hereby approved; and

FURTHER RESOLVED, that the Merger shall be effective at 11:59 pm Eastern Standard Time on December 31, 2010 (the "**Effective Time**"); and

FURTHER RESOLVED, that at the Effective Time, pursuant to the Merger Agreement:

- a) Parent and Subsidiary shall become a single entity;
- b) the separate corporate existence of Subsidiary shall cease;
- c) the separate corporate existence of Parent, as the surviving corporation, shall continue unimpaired;
- d) Parent shall assume and be responsible for all rights, properties, assets, liabilities and obligations of Subsidiary; and
- e) the assets, liabilities, reserves and accounts of Subsidiary shall be recorded on the books of Parent at the amounts at which they, respectively, shall then be carried on the books of Subsidiary subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the Merger; and



FURTHER RESOLVED, that the proper officers of Parent be and hereby are directed to execute the Merger Agreement and the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the date of adoption hereof, and to cause the Certificate of Ownership and Merger to be filed with the Delaware Secretary of State; and

FURTHER RESOLVED, that the proper officers of Parent be and hereby are authorized to take any and all further actions necessary or desirable to effectuate the Merger.

IN WITNESS WHEREOF, Parent has caused this Certificate of Ownership and Merger to be executed and filed.

Parent: Accellos, Inc.

Signature:



Printed Name: E. FLINT SEATON

Title: CFO / SECRETARY