

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/01/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kindsight, Inc.		04/01/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Alcatel-Lucent USA Inc.		
Street Address:	600 MOUNTAIN AVENUE		
City:	MURRAY HILL		
State/Country:	NEW JERSEY		
Postal Code:	07974		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3758200	KINDSIGHT	
CORRESPONDENCE DATA			
Fax Number:	2032615676		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(203) 261-1234		
Email:	aaf@warefressola.com		
Correspondent Name:	Alfred A. Fressola		
Address Line 1:	755 Main Street, P.O. Box 224		
Address Line 2:	Ware, Fressola, Maguire & Barber LLP		
Address Line 4:	Monroe, CONNECTICUT 06468		
ATTORNEY DOCKET NUMBER:	957.260		
NAME OF SUBMITTER:	Alfred A. Fressola		

Signature:	/Alfred A. Fressola/
Date:	06/06/2013
<b>Total Attachments: 6</b> source=Certificate of Merger KINDSIGHT, INC with and into ALCATEL-LUCENT USA INC#page1.tif source=Certificate of Merger KINDSIGHT, INC with and into ALCATEL-LUCENT USA INC#page2.tif source=Certificate of Merger KINDSIGHT, INC with and into ALCATEL-LUCENT USA INC#page3.tif source=Certificate of Merger KINDSIGHT, INC with and into ALCATEL-LUCENT USA INC#page4.tif source=Certificate of Merger KINDSIGHT, INC with and into ALCATEL-LUCENT USA INC#page5.tif source=Certificate of Merger KINDSIGHT, INC with and into ALCATEL-LUCENT USA INC#page6.tif	

# Delaware

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*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:

"KINDSIGHT, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ALCATEL-LUCENT USA INC." UNDER THE NAME OF "ALCATEL-LUCENT USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2013, AT 1:55 O'CLOCK P.M.


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

2565838 8100M

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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: 0325242

DATE: 04-01-13

TRADEMARK  
REEL: 005041 FRAME: 0910

CERTIFICATE OF OWNERSHIP AND MERGER

OF

KINDSIGHT, INC.

WITH AND INTO

ALCATEL-LUCENT USA INC.

This Certificate of Ownership and Merger (this "Certificate") is being duly executed and filed pursuant to Section 103 and Section 253 of the Delaware General Corporation Law.

Alcatel-Lucent USA Inc., a corporation organized under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on November 29, 1995 pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That the Corporation is the owner of more than ninety percent (90%) of the outstanding shares of each class of capital stock of Kindsight, Inc., a corporation organized under the laws of the State of Delaware ("Kindsight"), that, absent Section 253 of the DGCL, would be entitled to vote on a merger transaction under the terms of the certificate of incorporation of Kindsight.

THIRD: That Kindsight is hereby merged with and into the Corporation (the "Merger"). The Merger shall become effective upon the filing of this Certificate with the Secretary of State of the State of Delaware.

FOURTH: That the name of the surviving corporation of the Merger which will continue its existence upon the effective time of the Merger (the "Surviving Corporation") is: Alcatel-Lucent USA Inc.

FIFTH: That the Certificate of Incorporation of the Corporation in effect immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: That the resolutions set forth on Exhibit A hereto were duly adopted as of March 27, 2013 by the unanimous written consent of the Board of Directors of the Corporation.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by the undersigned this 1st day of April, 2013.

**Alcatel-Lucent USA Inc.**

By: /s/ Richard Niemiec  
Name: Richard Niemiec  
Title: Assistant Secretary

Alcatel-Lucent USA Inc.  
(a Delaware corporation)

**Unanimous Written Consent of the Board of Directors  
in Lieu of a Meeting**

March 27, 2013

The undersigned, being all of the directors of Alcatel-Lucent USA Inc., a Delaware corporation (the "Corporation"), **DO HEREBY CONSENT** to the taking of the following actions in lieu of a meeting of the Board of Directors of the Corporation (the "Board") and **DO HEREBY ADOPT** the following resolutions by written action pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"):

Merger

**WHEREAS**, the Corporation owns more than ninety percent (90%) of each class of the outstanding shares of capital stock of Kindsight, Inc., a Delaware corporation ("Kindsight") that, absent Section 253 of the DGCL, would be entitled to vote on a merger transaction under the terms of the certificate of incorporation of Kindsight; and

**WHEREAS**, the Board has determined that it is advisable and in the best interest of the Corporation that Kindsight be merged with and into the Corporation pursuant to Section 253 of the DGCL (the "Merger"), with the Corporation as the surviving corporation of the Merger.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Merger and the transactions necessary in connection therewith be, and they hereby are, in all respects, ratified, confirmed, adopted and approved;

**RESOLVED FURTHER**, that the Certificate of Incorporation of the Corporation as in effect immediately prior to the Merger shall remain the Certificate of Incorporation of the surviving entity after the effective time of the Merger (the "Effective Time");

**RESOLVED FURTHER**, that at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, (a) each share of capital stock of Kindsight issued and outstanding immediately prior to the Effective Time (other than any shares held by the Corporation and the shares held by stockholders who are entitled to and who properly demand in writing appraisal for such shares in accordance with Section 262 of the DGCL), shall by virtue of the Merger be cancelled and retired and shall be converted into the right to receive an amount per share in cash equal to \$0.032 (the "Merger Consideration"), payable to the holder thereof, without interest thereon, upon surrender of the certificate formerly representing such share, less any required tax withholding;

**RESOLVED FURTHER**, that at the Effective Time, each share of capital stock held by the Corporation and each share of capital stock held in the treasury of Kindsight shall be cancelled and no consideration shall be issued in respect thereof;

**RESOLVED FURTHER**, that the directors and officers of the Corporation (collectively, the "Authorized Persons" and each, individually, an "Authorized Person") be, and each of them hereby is, authorized to notify each former stockholder of record of Kindsight entitled to notice after the Effective Time that the Merger Certificate has been filed with the Secretary of State of the State of Delaware and that the Merger has become effective, and of the rights of appraisal that may be available to stockholders of Kindsight pursuant to Section 262 of the DGCL;

**RESOLVED FURTHER**, that at the Effective Time, each stock option of Kindsight (each a "Stock Option") shall be terminated and converted into a right to receive, for each share of common stock for which such stock option is exercisable (subject to the terms of such Stock Option), an amount in cash equal to the spread between the Merger Consideration and the exercise price for such Stock Option to the extent that the exercise price is less than the Merger Consideration;

**RESOLVED FURTHER**, that, the Authorized Persons be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to prepare and execute an appropriate Certificate of Ownership and Merger with respect to the Merger (the "Merger Certificate"), to cause the same to be filed with the Secretary of State of the State of Delaware at or prior to the Effective Time, to execute and deliver, in such counterparts as the same may deem necessary and desirable, any agreement, certificates and documents in connection with the Merger (the "Merger Documents") and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or appropriate to effect and consummate the Merger; and

**RESOLVED FURTHER**, that all prior actions taken by the directors or officers of the Corporation with respect to the preparation and negotiation of the Merger Documents and otherwise in connection with effecting the purposes and intent of the Merger Documents be, and they hereby are, approved, ratified and confirmed in all respects.

*[Remainder of the page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned directors have duly executed this written consent as of the date first written above.

/s/ James V. Cocito

James V. Cocito

/s/ Jorge E. Gracia

Jorge E. Gracia

/s/ Steven Sherman

Steven Sherman

/s/ Patrick J. Vogeler

Patrick J. Vogeler

/s/ Robert Vrij

Robert Vrij

*Signature Page to the Unanimous Written Consent of the Board of Directors  
of Alcatel-Lucent USA Inc.*