

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Uptracs, Inc.		12/13/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Uptracs, LLC		
Street Address:	4445 Eastgate Mall, Suite 320		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4336243	MEASURE WHAT MATTERS	
Registration Number:	3736705	UPTRACS	
CORRESPONDENCE DATA			
Fax Number:	9494754754		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	949-451-3800		
Email:	skann@gibsondunn.com		
Correspondent Name:	Stephanie S. Kann, Senior Paralegal		
Address Line 1:	3161 Michelson Drive		
Address Line 2:	Gibson, Dunn & Crutcher LLP		
Address Line 4:	Irvine, CALIFORNIA 92612		
ATTORNEY DOCKET NUMBER:	89969-00003		
NAME OF SUBMITTER:	Stephanie S. Kann		
Signature:	/stephanie s. kann/		

TRADEMARK

Date:

01/10/2014

Total Attachments: 6

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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 CORPORATION UNDER THE NAME OF "UPTRACS INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "UPTRACS INC." TO "UPTRACS, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2013, AT 8:24 O'CLOCK A.M.

5043445 8100V

140028241




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1045782

DATE: 01-09-14

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

TRADEMARK
REEL: 005190 FRAME: 0785

**CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO A
LIMITED LIABILITY COMPANY**

PURSUANT TO SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY ACT

The undersigned, being authorized to execute and file this Certificate of Conversion of UPTRACS Inc., a Delaware corporation (the "Corporation"), dated as of December 13, 2013, hereby certifies that:

FIRST: The date on which the Corporation was formed is September 26, 2011. The jurisdiction where the Corporation was formed is Delaware.

SECOND: The name of the Corporation immediately prior to the filing of the Certificate of Conversion is UPTRACS Inc.

THIRD: The name of the limited liability company as set forth in the Certificate of Formation is UPTRACS, LLC.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.

UPTRACS Inc.

DocuSigned by:
Dennis Fuller
Name: ~~Dennis~~ Fuller
Title: Chief Financial Officer

Signature Page to
Certificate of Conversion

TRADEMARK
REEL: 005190 FRAME: 0787

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 FORMATION OF "UPTRACS, LLC" FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2013, AT 8:24 O'CLOCK A.M.

5043445 8100V

140028241

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1045782

DATE: 01-09-14

TRADEMARK
REEL: 005190 FRAME: 0788

CERTIFICATE OF FORMATION

OF

UPTRACS, LLC

This Certificate of Formation of UPTRACS, LLC (the "LLC"), dated as of December 13, 2013, is being duly executed and filed by Louie Hopkins, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

FIRST: The name of the limited liability company formed hereby is:

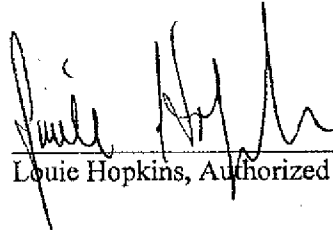
UPTRACS, LLC

SECOND: The address of the registered office of the LLC in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, City of Dover, County of Kent, DE 19904.

THIRD: The name and address of the registered agent for service of process on the LLC in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, City of Dover, County of Kent, DE 19904.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Louie Hopkins, Authorized Person

Signature Page to
Certificate of UPTRACS, LLC