

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT														
EFFECTIVE DATE:	12/29/2010														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Phone.com, LLC.</td> <td></td> <td>12/29/2010</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Phone.com, LLC.		12/29/2010	LIMITED LIABILITY COMPANY: DELAWARE				
Name	Formerly	Execution Date	Entity Type												
Phone.com, LLC.		12/29/2010	LIMITED LIABILITY COMPANY: DELAWARE												
RECEIVING PARTY DATA															
Name:	Phone.com, Inc.														
Street Address:	184 S. Livingston Ave.														
Internal Address:	Suite 9-222														
City:	Livingston														
State/Country:	NEW JERSEY														
Postal Code:	07039														
Entity Type:	CORPORATION: DELAWARE														
PROPERTY NUMBERS Total: 3															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3498352</td> <td>PHONE.COM</td> </tr> <tr> <td>Registration Number:</td> <td>3629105</td> <td>CHATCALLS</td> </tr> <tr> <td>Registration Number:</td> <td>4031297</td> <td>PHONE.COM COMMUNICATE BETTER</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	3498352	PHONE.COM	Registration Number:	3629105	CHATCALLS	Registration Number:	4031297	PHONE.COM COMMUNICATE BETTER
Property Type	Number	Word Mark													
Registration Number:	3498352	PHONE.COM													
Registration Number:	3629105	CHATCALLS													
Registration Number:	4031297	PHONE.COM COMMUNICATE BETTER													
CORRESPONDENCE DATA															
Fax Number:															
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>															
Email:	sgoldsmith@sorinrand.com														
Correspondent Name:	SorinRand LLP														
Address Line 1:	Two Tower Center Boulevard														
Address Line 4:	East Brunswick, NEW JERSEY 08816														
ATTORNEY DOCKET NUMBER:	1316-10, 11 AND 12														

OP \$90.00 3498352

NAME OF SUBMITTER:	Susan Goldsmith
Signature:	/Susan Goldsmith/
Date:	01/27/2014
<b>Total Attachments: 10</b> source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page1.tif source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page2.tif source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page3.tif source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page4.tif source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page5.tif source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page6.tif source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page7.tif source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page8.tif source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page9.tif source=Certificate of Merger - Phone.com, LLC into Phone.com, INC. (filed 12-29-21010) (00121308)#page10.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:

"PHONE.COM, LLC", A DELAWARE SERIES LIMITED LIABILITY COMPANY,

WITH AND INTO "PHONE.COM, INC." UNDER THE NAME OF "PHONE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2010, AT 3:24 O'CLOCK P.M.

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

4888137 8100M

101244904



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: 8459188

DATE: 12-29-10

TRADEMARK  
REEL: 005203 FRAME: 0965

**CERTIFICATE OF MERGER**

**MERGING**

**PHONE.COM, LLC  
A DELAWARE LIMITED LIABILITY COMPANY**

**WITH AND INTO**

**PHONE.COM, INC.  
A DELAWARE CORPORATION**

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Pursuant to Section 264 of the General Corporation Law of the State of Delaware

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Phone.Com, Inc., a Delaware corporation (the "**Company**"), does hereby certify as follows:

**FIRST:** Each of the constituent entities, the Company and Phone.Com, LLC, a Delaware limited liability company (the "**LLC**"), is duly organized and existing under the laws of the State of Delaware.

**SECOND:** An Agreement and Plan of Merger dated December 22, 2010 (the "**Merger Agreement**"), by and among the Company and the LLC, setting forth the terms and conditions of the merger of the LLC with and into the Company (the "**Merger**"), has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware General Corporation Law.

**THIRD:** The name of the surviving corporation in the Merger (the "**Surviving Corporation**") shall be Phone.Com, Inc.

**FOURTH:** The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A hereto.

**FIFTH:** An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

184 S. Livingston Ave.  
Suite 9-222  
Livingston, NJ 07039

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

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

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed in its corporate name as of December 29, 2010.

PHONE.COM, INC.

By: 

Name: Ari Rabban

Title: Chief Executive Officer

**EXHIBIT A**

**STATE of DELAWARE**

**AMENDED AND RESTATED**

**CERTIFICATE of INCORPORATION**

*of*

**PHONE.COM, INC.**

**a stock corporation**

**(the "Corporation")**

1. **Name.** The name of this Corporation is Phone.Com, Inc.
  
2. **Registered Office and Agent.** The name of the Corporation's registered agent and the address of Corporation's registered office in the State of Delaware are Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808.
  
3. **Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "DGCL") and to possess and exercise all of the powers and privileges granted by the DGCL and any other law of the State of Delaware.
  
4. **Authorized Capital.** The Corporation is authorized to issue two classes of capital stock designated "Common Shares" and "Preferred Shares", respectively. The total number of shares which the Corporation is authorized to issue is 5,000,000, of which 4,000,000 shares shall be Common Shares, par value \$0.01 per share (the "Common Stock"), and 1,000,000 shares shall be Preferred Shares, par value \$0.01 per share (the "Preferred Stock").
  
5. **Preferred Stock.** The Preferred Stock shall be divided into series. The first series shall consist of 466,000 shares of Preferred Stock and is designated "Series A Preferred Stock." The remaining shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter, for each such series, such powers, designations, preferences and relative, participating, optional or other rights and such

qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series (a "Preferred Stock Designation") and as may be permitted by the DGCL. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series other than the Series A Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

a. Voting Rights. The holder of each share of the Series A Preferred Stock shall be entitled to one vote per share of Series A Preferred Stock and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law), voting together with the Common Stock as a single class. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held.

b. Special Voting Rights. So long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall not, without the affirmative vote or the written consent of (i) the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, voting separately as a class and (ii) Mike Mann or any entity controlled by Mike Mann (a "Mann Affiliate"), so long as Mike Mann or any Mann Affiliate owns any shares of Series A Preferred Stock or Common Stock: (i) amend, alter or repeal (a) this Section 5(b) or (b) any provision of this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation (including, without limitation, pursuant to any merger) if such action would adversely alter the rights, preferences, privileges or powers of, or restrictions provided for the benefit of the Series A Preferred Stock, (ii) create, authorize or issue any equity security, or any security convertible into or exercisable for any equity security, including, without limitation, an equity security that is a Junior Security (as hereinafter defined); (iii) enter into any Fundamental Transaction (as hereinafter defined); (iv) increase or decrease the size of the Board of Directors of the Corporation, (v) increase or decrease the total number of authorized shares of Series A Preferred Stock, (vi) pay any dividend or make any distribution to the stockholders of the Company, or (vii) enter into an agreement or arrangement or incur a liability in a transaction that is not an arm's length transaction.

c. Dividend Restriction. Prior to the payment of dividends or other distributions to the holders of the Common Stock or any Junior Securities, each holder of Series A Preferred Stock shall have received dividends or distributions of cash or other property having a fair market value equal to the amount set forth opposite such holder's name on Schedule 1 attached hereto (the "Series A Liquidation Preference"); provided, that notwithstanding anything to the contrary herein, prior to paying dividends or other distributions to any stockholder, the Corporation shall have received the required approvals as described in Section 5(b).

d. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation (collectively, a "Liquidation") or a Fundamental Transaction, either voluntary or involuntary, the assets or surplus funds of the Corporation shall be distributed in the following manner: (i) the holders of the Series A Preferred Stock shall be entitled to receive, prior and in

preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of any Junior Securities by reason of their ownership thereof, the unpaid Series A Liquidation Preference and (ii) to the holders of Common Stock and the holders of Series A Preferred Stock in accordance with Section 6(a). If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full Series A Liquidation Preference, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A Preferred Stock in proportion to the shares of Series A Preferred Stock then held by them.

e. Subsequent Issuances. Except upon a conversion described in Section 5(f) below, if at any time, the Corporation issues Junior Securities (including, without limitation upon the exercise or conversion of any Common Stock Equivalents), it shall issue additional shares of Common Stock to the holders of Series A Preferred Stock, in an amount necessary so that each holder of Series A Preferred Stock shall maintain each holder's pro-rata percentage ownership.

f. Conversion Rights. Each holder of the Series A Preferred Stock shall have the right, at his, her or its option, at any time, and from time to time, to convert one (1) share of Series A Preferred Stock for one (1) share of Common Stock of the Corporation, such conversion ratio subject to adjustment for any adjustments in the Common Stock, including without limitation, adjustments resulting from recapitalizations, restructurings, stock dividends and/or stock recapitalization (such ratio, the "Conversion Ratio"). All of the outstanding shares of Series A Preferred Stock shall be automatically converted into shares of Common Stock in connection with an underwritten public offering of shares of Common Stock (a "Public Offering") which raises gross cash proceeds for the Corporation of at least Thirty Five Million Dollars (\$35,000,000) at the Conversion Ratio. Notwithstanding anything to the contrary herein, if the Corporation issues Senior Securities (as hereinafter defined) which have the right to convert into a greater number of shares of Common Stock than does the Series A Preferred Stock, based upon the then applicable Conversion Ratio, the Conversion Ratio shall automatically be changed such that each one (1) share of Series A Preferred Stock shall convert into the number of shares of Common Stock issuable upon the conversion of one (1) share of Senior Securities. Notwithstanding an optional or mandatory conversion of the Series A Preferred Stock into shares of Common Stock in accordance with this Section 5(f), the Series A Preferred Liquidation Preference shall remain in full force and effect and each holder of Series A Preferred Stock or the underlying Common Stock shall have received or be entitled to receive payment in full of the Series A Liquidation Preference, to the extent not already paid, no later than fifteen (15) days after the consummation of a Fundamental Transaction or, at the option of the holder of Series A Preferred Stock, immediately prior to a Fundamental Transaction, such holder shall have the right to convert the unpaid portion of the Series A Liquidation Preference into shares of Common Stock (a "Voluntary Conversion"). The number of shares of Common Stock issuable upon a Voluntary Conversion shall be equal to the amount of the unpaid Series A Liquidation Preference divided by the sale price or offering price for shares of Common Stock in the Fundamental Transaction.

g. Definitions.

i. "Junior Securities" means the Common Stock and all other securities of



the Corporation, including Common Stock Equivalents, other than Senior Securities.

ii. "Senior Securities" means any series or class of Preferred Stock and all other securities which are explicitly senior or pari passu to the Series A Convertible Preferred Stock in dividend rights or liquidation preference.

iii. "Fundamental Transaction" means a liquidity event, such as (i) an initial public offering of equity securities of the Corporation, (ii) a merger, divestiture, sale, combination, consolidation, liquidation or otherwise the acquisition, directly or indirectly, of the beneficial ownership (as such term is defined under Section 13(d) of the Exchange Act and the rules promulgated thereunder) of fifty percent (50%) or more of the outstanding voting equity securities of the Corporation in a single transaction or a series of related transactions by any person, trust, entity or group (other than a sale of equity interests (a) in connection with an ordinary and customary capital raise by the Corporation or (b) by or to current shareholders of the Corporation or their permitted transferees under the Shareholders Agreement (the "Shareholders Agreement") dated as of December 22, 2010 by and between the Corporation and the persons signatory thereto and/or the Corporation's 2010 Omnibus Incentive Plan (the "Plan")) or (iii) a sale of substantially all of the assets of the Corporation in a single transaction or a series of related transactions by any person, trust, entity or group.

iv. "Common Stock Equivalents" means any securities of the Corporation which would entitle the holder thereof to acquire at any time Junior Securities, other than Junior Securities issued pursuant to the Plan, including, without limitation, any debt, preferred stock, rights, options, warrants or other instrument that is at any time convertible into or exchangeable for, or otherwise entitles the holder thereof to receive, Junior Securities.

6. **Common Stock.** All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

a. **Liquidation Rights.** In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, subject to the payment in full of the liquidation preferences with respect to the Series A Preferred Stock as provided above, the holders of the Common Stock (including for this purpose the holders of the Series A Preferred Stock on an as converted basis) shall be entitled to receive, the entire remaining assets and funds of the Corporation legally available for distribution which shall be distributed among the holders of the Common Stock in proportion to the shares of Common Stock (including for this purpose the holders of the Series A Preferred Stock on an as converted basis) then held by them.

b. **Voting Rights.** The holders of Common Stock shall have the general right to vote for all purposes, including the election of directors; provided that each holder of Common Stock shall be required to vote his, her or its shares of Common Stock in accordance with the terms and conditions set forth in Article 4 of the Shareholders Agreement so long as such Article remains effective.

7. **Certain Preemptive Rights.**

a. In the event the Corporation has not consummated a Public Offering, if at any time the Corporation issues and sells any equity securities or securities convertible into or exercisable for Junior Securities or Senior Securities (the "Securities"), other than in connection with an Exempted Issuance (as defined below), the Corporation shall offer to sell to each stockholder a pro rata portion of the number of the Securities to be issued and sold by the Corporation equal to the percentage determined by dividing (x) the number of all outstanding shares of Common Stock (determined on an as converted basis assuming that all outstanding shares of Preferred Stock were converted into Common Stock) held by each stockholder at the time of such offer by (y) the aggregate number of all outstanding shares of Common Stock (determined on an as converted basis assuming that all outstanding shares of Preferred Stock were converted into Common Stock) at the time of such offer. Notwithstanding anything to the contrary herein, this Section 7 shall not apply to holders of Series A Preferred Stock in connection with any issuance of Junior Securities, but rather, in such instance, Section 5(e) shall apply to the holders of Series A Preferred Stock. Each stockholder will be entitled to purchase all or part of such Securities at the same price and on the same terms and conditions set forth in the Preemptive Notice (as hereinafter defined). "Exempted Issuance" shall include the issuance of securities by the Corporation (i) pursuant to a Public Offering; (ii) as consideration issued to an independent third party seller for the acquisition of all or any substantial portion of the assets or of all or any portion of the capital stock of any person or that are issued in connection with any merger or other business combination; (iii) in any transaction in respect of a share of Common Stock or a share of a series or class of Preferred Stock that is available to all holders of Common Stock or such series or class of Preferred Stock on a pro rata basis; (iv) pursuant to any incentive compensation plan for employees or directors of the Corporation or any of its subsidiaries, including the Plan; (v) as a dividend on the outstanding Common Stock; (vi) issuances of Junior Securities pursuant to Sections 5(e) and 5(f) and (vii) as an "equity kicker" in connection (a) with any incurrence or refinancing of any indebtedness for borrowed money in debt financings with third parties and (b) service providers and consultants of the Corporation.

b. The Corporation will cause to be given to each stockholder a written notice setting forth the terms and conditions upon which such stockholder may purchase Securities from the Corporation pursuant to this Section 7 (the "Preemptive Notice"). After receiving a Preemptive Notice, each stockholder may agree to purchase the Securities offered to such stockholder by the Corporation pursuant to this Section 7, on the date specified by the Corporation in the Preemptive Notice, by delivery of a written notice to the Corporation within ten (10) days of the date the Corporation delivered or caused to be delivered the Preemptive Notice to such stockholder. If any stockholder elects not to purchase all or only part of such Securities, the Corporation may increase the number of Securities sold by it to any other stockholder which has exercised his, her or its preemptive rights pursuant to this Section 7 for the maximum number of Securities available in such issuance by each other stockholder's pro rata portion of the number of Securities any such stockholder elects not to purchase pursuant to the terms hereof.

c. Notwithstanding the requirements of this Section 7, the Corporation may sell Securities at any time without complying with the requirements of this Section 7 so long as the Corporation holds in escrow that portion of the securities equal to the Preemptive Escrow

Amount. The “Preemptive Escrow Amount” shall equal that amount of the Securities which the stockholders would have been entitled to receive if they had the opportunity to participate in the issuance of the securities on a pro rata basis in accordance with this Section 7, determined as if each stockholder (i) delivered a written notice to the Corporation in the time period set forth in Section 7(b) and (ii) proposed to purchase all of the Securities to which such stockholder would have been entitled to purchase pursuant to Section 7 had the Corporation given such stockholder a Preemptive Notice in accordance with Section 7(b). No later than the date of the sale, the Corporation shall notify each stockholder in writing of the proposed sale. Such notice (the “Preemptive Escrow Notice”) shall set forth the information required in the Preemptive Notice. An stockholder may agree to purchase all or only part of the Securities offered to such stockholder by the Corporation as described in this Section 7(c) by delivery to the Corporation, within fifteen (15) days of the date the Corporation delivered or caused to be delivered the Preemptive Escrow Notice, of a written notice specifying the number of Securities it proposes to purchase.

8. **Bylaws.** The board of directors of the Corporation is authorized to adopt, amend or repeal the Bylaws of the Corporation, except as otherwise specifically provided therein.

9. **Election of Directors.** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

10. **Right to Amend.** The Corporation reserves the right to amend any provision contained in this Amended and Restated Certificate of Incorporation as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder are subject to such reservation.

11. **Limitation on Liability.** The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the DGCL. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director’s duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 11 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

12. **Business Combinations with Interested Stockholders.** The Corporation elects not to be governed by Section 203 of the Delaware General Corporation Law.

**SCHEDULE I**

**SERIES A LIQUIDATION PREFERENCE**

<b>Series A Preferred Stockholder</b>	<b>Series A Liquidation Preference</b>
Washington Technology Associates, LLC	\$3,591,000.000
Eric Cantor	\$399,000.00
Mark Gross	\$399,000.00
Lawrence Mann	\$66,500.00
Pat Mann	\$66,500.00
Harold Mann	\$133,000.00
ff Green Private Equity Fund, LLC	\$266,000.00
ff Blue Private Equity Fund, LP	\$199,500.00
Brian Scott	\$266,000.00
TierraNet, Inc.	\$266,000.00
Frances Abel	\$33,250.00
Bennett Abel	\$33,250.00