

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM302834

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Umber Systems, Inc.		12/20/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Zettics, Inc.		
Street Address:	150 Baker Avenue Extension		
Internal Address:	Suite 201		
City:	Concord		
State/Country:	MASSACHUSETTS		
Postal Code:	01742		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4106192	PRIVACY DIAL	
Registration Number:	3700276	UMBER	
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>			
Phone:	(650) 843-5096		
Email:	trademarks@cooley.com		
Correspondent Name:	Anne H. Peck/Cooley LLP		
Address Line 1:	1299 Pennsylvania Avenue		
Address Line 2:	Suite 700		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	312476-20000		
NAME OF SUBMITTER:	Anne H. Peck		
SIGNATURE:	/anne h. peck/		
DATE SIGNED:	04/28/2014		
Total Attachments: 4			
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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UMBER SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "ZETTICS, INC." UNDER THE NAME OF "ZETTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2013, AT 10:15 O'CLOCK P.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. 2013, AT 11:59 O'CLOCK P.M.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1011271

DATE: 12-24-13

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

TRADEMARK
REEL: 005269 FRAME: 0454

RESOLUTION OF MERGER AND CERTIFICATE OF OWNERSHIP

merging

UMBER SYSTEMS, INC.,

a Delaware corporation,

with and into

ZETTICS, INC.,

a Delaware corporation.

pursuant to Section 253 of the Delaware General Corporation Law

Zettics, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Company*"), does hereby certify:

1. The Company is the owner of all of the outstanding shares of each class of capital stock of Umber Systems, Inc., a Delaware corporation ("*Subsidiary*").

2. The Company was incorporated pursuant to the Delaware General Corporation Law on June 22, 2011 under the name Ground Truth, Inc.

3. The Subsidiary was incorporated pursuant to the Delaware General Corporation Law on March 17, 2008 under the name Umber Systems, Inc.

4. The Company, by the following resolutions adopted on November 20, 2013 by the Board of Directors of the Company, hereby merges Subsidiary into the Company *effective as of 11:59 p.m. (EST) on December 31, 2013*:

RESOLVED: That the Board of Directors of the Company (the "*Board*") believes that it is advisable and in the best interests of the Company and its stockholders to effect the Merger of Umber Systems, Inc., a Delaware corporation and wholly owned subsidiary of the Company ("*Subsidiary*"), with and into the Company, with the Company as the surviving corporation (the "*Merger*") effective as of 11:59 p.m. (EST) on December 31, 2013 (the "*Effective Time*"), following which:

- (i) the separate existence of Subsidiary shall cease and the Company shall be the surviving corporation (the "*Surviving Corporation*");
- (ii) the name of the Surviving Corporation shall continue to be "Zettics, Inc.";
- (iii) the Amended and Restated Certificate of Incorporation of the Company (as amended to date) and the bylaws of the Company, each as in effect immediately prior to the Effective Time shall continue in full force and effect as the certificate of incorporation and bylaws of the Surviving Corporation;
- (iv) each outstanding share of Subsidiary's capital stock shall cease to be outstanding, without any payment being made in respect thereof; and

- (v) the Company shall continue to possess all of its assets, rights powers and property of Subsidiary as constituted immediately prior to the Effective Time and shall succeed, without other transfer, to all of the assets, rights, powers, property, debts, liabilities and obligations of Subsidiary in the manner more fully provided under the applicable provisions of Delaware General Corporation Law.

RESOLVED FURTHER: That the Merger and the documents and transactions contemplated thereby, are hereby adopted and approved by the Board, provided, however, that the officers of the Company are, and each hereby is, authorized to effect or abandon the Merger, in their sole discretion, and are authorized to make such changes and amendments to all such documents as they may deem necessary or appropriate to effect the Merger.

RESOLVED FURTHER: That the officers of the Company are hereby authorized to execute, deliver and file with the Delaware Secretary of State on behalf of the Company a Resolution of Merger and Certificate of Ownership, and any other documents necessary or appropriate to effect the Merger and thereafter to cause the Company to perform all of its obligations and duties with respect thereto.

RESOLVED FURTHER: That the officers of the Company, in consultation with legal counsel, are authorized and directed to take any and all additional actions and file any other documents necessary to carry out the intent and purposes of the foregoing resolutions, including without limitation qualifying to do business as a foreign corporation in any other applicable states.

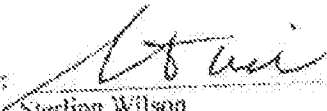
5. The Merger is not required to be approved by the board of directors of Subsidiary or the stockholders of the Company or Subsidiary pursuant to Section 253 of the Delaware General Corporation Law.

6. Pursuant to Section 103(d) of the Delaware General Corporation Law, *the Merger shall not become effective until 11:59 p.m. (EST) on December 31, 2013.*

[Signature page follows]

Executed on Dec 2, 2013.

ZETTICS, INC.

By: 
Sterling Wilson
Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]