

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM343878

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/14/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cyber Squared Inc.		11/14/2014	CORPORATION: VIRGINIA
RECEIVING PARTY DATA			
Name:	THREATCONNECT, INC.		
Street Address:	2700 S. Quincy St.		
Internal Address:	Suite 240		
City:	Arlington		
State/Country:	VIRGINIA		
Postal Code:	22206		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4389295	THREATCONNECT	
Registration Number:	4359344	THREATCONNECT	
CORRESPONDENCE DATA			
Fax Number:	2027995144		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2027994000		
Email:	gregory.esau@dlapiper.com		
Correspondent Name:	Gregory Esau		
Address Line 1:	500 Eighth Street, NW		
Address Line 4:	Washington, D.C. 20004		
NAME OF SUBMITTER:	Gregory Esau		
SIGNATURE:	/Gregory Esau/		
DATE SIGNED:	06/08/2015		
Total Attachments: 5			
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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:

"CYBER SQUARED INC.", A VIRGINIA CORPORATION,
WITH AND INTO "THREATCONNECT, INC." UNDER THE NAME OF
"THREATCONNECT, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE FOURTEENTH DAY OF NOVEMBER, A.D. 2014, AT
4:59 O'CLOCK P.M.

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

5626320 8100M

141414532



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1868760

DATE: 11-17-14

TRADEMARK
REEL: 005547 FRAME: 0864

CERTIFICATE OF OWNERSHIP AND MERGER
OF
CYBER SQUARED INC.,
a Virginia Corporation

Pursuant to Section 253 of the Delaware General Corporation Law, **CYBER SQUARED INC.**, a corporation organized and existing under and by virtue of the laws of the Commonwealth of Virginia,

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the Virginia Stock Corporation Act.

SECOND: That it owns 100% of the outstanding shares of the capital stock of ThreatConnect, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

THIRD: The Board of Directors of Cyber Squared Inc., a Virginia corporation, has adopted the resolutions attached as **EXHIBIT A** to this certificate approving the Agreement and Plan of Reorganization and the merger of Cyber Squared Inc., a Virginia corporation, with and into ThreatConnect, Inc., a Delaware corporation, as of November 13, 2014.

FOURTH: The name of the surviving corporation shall be ThreatConnect, Inc., a Delaware corporation.

FIFTH: The Certificate of Incorporation of ThreatConnect, Inc., a Delaware corporation, will be the Certificate of Incorporation of the surviving corporation.

SIXTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors and shareholders of Cyber Squared Inc., a Virginia corporation, in accordance with the laws of the Commonwealth of Virginia and have been adopted, approved, certified, executed and acknowledged by the Board of Directors and the sole stockholder of ThreatConnect, Inc., a Delaware corporation, in accordance with the General Corporation Law of the State of Delaware.

SEVENTH: An executed copy of the Agreement and Plan of Reorganization is on file at the office of ThreatConnect, Inc., the surviving corporation, located at 2700 S Quincy Street, Suite 240, Arlington, Virginia 22206, and a copy of such agreement will be furnished, without cost, at the request of any stockholder of the constituent corporations.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, CYBER SQUARED INC., a Virginia corporation, has caused this certificate to be signed by its duly authorized representative as of November 14, 2014.

CYBER SQUARED INC., a Virginia corporation

By: Adam D Vincent
Adam Vincent
President

EXHIBIT A
WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
CYBER SQUARED INC.
(A VIRGINIA CORPORATION)

DELAWARE REORGANIZATION

WHEREAS, the Company's Board of Directors (the "**Board**") has determined that it is in the best interests of the Company and the Company's shareholders to reorganize the Company in Delaware, and in order to do so, to form ThreatConnect, Inc., a Delaware corporation ("**ThreatConnect**") a wholly-owned subsidiary of the Company, and to recommend to the Company's shareholders that they approve the merger of the Company with and into ThreatConnect (the "**Merger**") in accordance with that certain Agreement and Plan of Reorganization attached to this consent as **EXHIBIT A** (the "**Plan**");

WHEREAS, the Merger is intended to qualify as a tax free re-organization under Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, in connection with the Merger, the Board has been presented with Articles of Merger ("**Articles of Merger**"), substantially in the form attached to this consent as **EXHIBIT B**, and a Certificate of Ownership and Merger ("**Certificate of Ownership**"), substantially in the form attached to this consent as **EXHIBIT C**.

RESOLVED, that the Company enter into the Plan, substantially in the form attached to this consent as **EXHIBIT A** officers executing the same may approve (such approval to be conclusively evidenced by such officer's execution thereof), and that the appropriate officers of the Company are authorized and directed to execute and deliver the Plan and to take all actions that they may deem necessary and appropriate in connection therewith;

RESOLVED, that the officers of the Company are authorized and directed to take all necessary actions to (i) form ThreatConnect by filing the Certificate of Incorporation, in the form attached to this consent as **EXHIBIT D**, with the Secretary of State of the State of Delaware; and (ii) subscribe for 100 shares of the Common Stock of ThreatConnect;

RESOLVED, that the Merger pursuant to the terms of the Plan is approved and that the Plan be submitted to the shareholders of the Company for their consideration and approval with the applicable provisions of the Virginia Stock Corporation Act;

RESOLVED, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock of the Company issued and outstanding immediately prior thereto, will by virtue of the Merger be converted into and exchanged for one (1) fully paid and nonassessable share of capital stock of ThreatConnect, on a one -for-one basis;

RESOLVED, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock of the Company issued and outstanding immediately prior thereto will, by virtue of the Merger and without any action by ThreatConnect, or the holder of such shares, be canceled and returned to the status of authorized but unissued shares;

RESOLVED, that, effective upon the filing of the Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia and the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, the existence of the Company will cease;

RESOLVED, that the appropriate officers of the Company are authorized and directed to execute and deliver the Plan and to take all actions that they may deem necessary and appropriate in connection therewith, including the execution and filing of the Articles of Merger in the form affixed and made part of the Plan; and

RESOLVED, that the officers of the Company are authorized and directed to execute, deliver, perform, file and record all such documents or instruments and take all such actions as such officers in their discretion may deem necessary or desirable in connection with the foregoing resolutions in order to consummate the intents and purposes thereof.

GENERAL AUTHORIZING RESOLUTION; RATIFICATION

RESOLVED, that the officers of the Company are authorized and directed, for and on behalf of the Company, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions and that any and all prior actions taken by the Company or any of its employees or officers are adopted, ratified, confirmed and approved in all respects as and for the acts and deeds of the Company.