

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM349427

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Space Computer Corporation		12/29/2014	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Exelis, Inc.		
Street Address:	1025 W NASA Boulevard		
City:	Melbourne		
State/Country:	FLORIDA		
Postal Code:	32919		
Entity Type:	CORPORATION: INDIANA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3666237	GEOREPLAY	
Registration Number:	3666238	GEOSHARPEN	
Registration Number:	3666239	GEOREG	
Registration Number:	3157248	CHIP ON DEMAND	
Registration Number:	3180161	GEOPAINT	
CORRESPONDENCE DATA			
Fax Number:	6104070701		
<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:	610-407-0700		
Email:	tmde@ratnerprestia.com		
Correspondent Name:	John W. McGlynn		
Address Line 1:	PO Box 980		
Address Line 4:	Valley Forge, PENNSYLVANIA 19482		
ATTORNEY DOCKET NUMBER:	EXGOT-135/136/137US		
NAME OF SUBMITTER:	John W. McGlynn		
SIGNATURE:	/jwm/		
DATE SIGNED:	07/28/2015		

OP \$140.00 3666237

Total Attachments: 9

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Secretary of State
State of California

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EFFECTIVE
DATE

12/31/14

CERTIFICATE OF OWNERSHIP

The undersigned officers of Exelis Inc., an Indiana corporation (the "Surviving Corporation"), pursuant to the provisions of the California Corporations Code (as amended from time to time, the "Code"), desiring to give notice of corporate action effectuating the merger of Space Computer Corporation, a California corporation (the "Nonsurviving Corporation"), with and into the Surviving Corporation by the filing of this Certificate of Ownership, certify the following facts:

1. **Surviving Corporation.** The name of the corporation surviving the merger is Exelis Inc. The Surviving Corporation was formed in the State of Indiana.
2. **Nonsurviving Corporation.** The name of the corporation not surviving the merger is Space Computer Corporation. The Nonsurviving Corporation was formed in the State of California.
3. **Ownership of Nonsurviving Corporation.** The Surviving Corporation owns 100% of the outstanding shares of the Nonsurviving Corporation.
4. **Agreement and Plan of Merger.** A copy of the Agreement and Plan of Merger (the "Merger Agreement"), containing such information as required by the Code and the Indiana Business Corporation Law, is attached hereto as Exhibit A and incorporated herein by reference.
5. **Manner of Adoption by the Surviving Corporation.** The board of directors of the Surviving Corporation duly adopted the resolutions attached hereto as Exhibit B, and incorporated herein by reference, approving the merger pursuant to the terms of the Merger Agreement.
6. **Effective Date.** The future effective date of the merger shall be on December 31, 2014 at 11:59 p.m. eastern time.

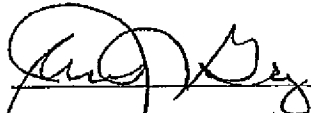
(Signatures appear on the following page)


TRADEMARK

REEL: 005586 FRAME: 0162

In witness whereof, the undersigned, being the Corporate Vice President and Assistant Secretary of the Surviving Corporation, execute this Certificate of Ownership and verify, subject to penalties of perjury, that the statements contained herein are true, this 29 day of December, 2014.

EXELIS INC.

By: 
Name: Janet L. McGee
Title: Vice President

By: 
Name: Rachel L. Sennardik
Title: Assistant Secretary

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

(See attached)

**AGREEMENT AND PLAN OF MERGER OF
SPACE COMPUTER CORPORATION
WITH AND INTO
EXELIS INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan"), dated December 29, 2014, is by and between Space Computer Corporation, a California corporation (the "Merging Company"), and Exelis Inc., an Indiana corporation (the "Surviving Company") (the Merging Company and the Surviving Company are hereinafter collectively referred to as the "Constituent Companies").

BACKGROUND STATEMENT

The Surviving Company owns 100% of the issued and outstanding shares of the Merging Company. The Board of Directors of the Surviving Company has determined that it is in the best interests of the Surviving Company and its shareholders to have the Merging Company merge with and into the Surviving Company (the "Merger").

PLAN AND AGREEMENT

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties to this Plan agree that, in accordance with the terms of this Plan and the applicable statutes of the State of California and the State of Indiana, (i) the Constituent Companies shall make appropriate filings with the Secretary of State of the State of California and the Secretary of State of the State of Indiana, (ii) the Merging Company shall be merged with and into the Surviving Company, and (iii) the terms and conditions of the Merger and the mode of carrying the Merger into effect shall be as follows:

1. *The Merger and Surviving Company.* At the Effective Time (as hereinafter defined), pursuant to the California Corporations Code and the Indiana Business Corporation Law, the Merging Company shall be merged with and into the Surviving Company, which shall be the surviving company after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Indiana.

2. *Effective Time of the Merger.* The Merger shall become effective on December 31, 2014 at 11:59 p.m. eastern time (the "Effective Time").

3. *Effect of Merger.* The separate existence of the Merging Company shall cease upon the Effective Time pursuant to the laws of the State of California and the laws of the State of Indiana; and the Surviving Company shall continue its existence as the surviving corporation pursuant to the provisions of the California Corporations Code and the Indiana Business Corporation Law. Without limiting any provisions of applicable law, at the Effective Time: title to all real estate and other property owned by each of the Constituent Companies shall be vested in the Surviving Company without reversion or impairment; the Surviving Company shall have all liabilities of each of the Constituent Companies; and any proceeding pending against either of the Constituent Companies

may be continued as if the Merger did not occur or the Surviving Company may be substituted in the proceeding for the Merging Company.

4. *Cancellation of the Merging Company Shares.* The issued and outstanding shares of the Merging Company shall not be converted or exchanged in any manner, but each said share, which is issued and outstanding as of the Effective Time, shall be surrendered and extinguished without consideration.

5. *Surviving Company Shares.* The issued and outstanding shares of the Surviving Company shall not be converted in any manner, but each said share, which is issued and outstanding as of the Effective Time, shall continue to represent one issued and outstanding share of the Surviving Company.

6. *Articles of Incorporation.* The Articles of Incorporation as in effect at the Effective Time shall continue to be the Articles of Incorporation of the Surviving Company.

7. *Bylaws.* The Bylaws of the Surviving Company as in effect at the Effective Time shall continue to be the Bylaws of the Surviving Company.

8. *Directors and Officers.* The persons who are the directors and officers of the Surviving Company as of the Effective Time shall continue to be the directors and officers of the Surviving Company. The Board of Directors and the proper officers of the Surviving Company are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger.

9. *Amendment; Termination and Abandonment.* This Plan may be supplemented or amended in any manner at any time and from time to time prior to the Effective Time by the mutual consent of the Surviving Company and the Merging Company without any action by the shareholders of the Surviving Company; provided, however, that any amendment, modification or supplement to this Plan that provides for any changes in the Articles of Incorporation of the Surviving Company shall require the approval of the shareholders of the Surviving Company. This Plan may be terminated and the Merger abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Indiana by action taken by the Board of Directors of the Surviving Company.

10. *Further Assurances.* If at any time the Surviving Company shall consider or be advised that any further assignments or assurances or any other things are necessary or desirable to vest in the Surviving Company, in accordance with the terms of this Plan, the title of any property or rights of the Merging Company, or otherwise to carry out this Plan or the Merger, the last acting directors and officers of the Merging Company or the officers and directors of the Surviving Company shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in

such property or rights in the Surviving Company, or otherwise to carry out this Plan or the Merger.

11. *Counterparts.* This Plan may be executed in multiple counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan or its terms to produce or account for more than one of such counterparts.

(Signatures follow on next page)

IN WITNESS WHEREOF, this Plan is duly executed and delivered by a duly authorized officer of each of the Constituent Companies on date indicated above.

THE MERGING COMPANY:

SPACE COMPUTER CORPORATION

By: Rachel L. Sewanick
Name: Rachel L. Sewanick
Title: Assistant Secretary

THE SURVIVING COMPANY:

EXELIS, INC.

By: Rachel L. Sewanick
Name: Rachel L. Sewanick
Title: Deputy GC : Assistant Secretary

EXHIBIT B**RESOLUTIONS APPROVING MERGER**

RESOLVED, that the form, terms and provisions of the Merger Agreement be, and hereby are, determined to be advisable and in the best interest of the Corporation and its shareholders; and that the Merger Agreement be, and hereby is, adopted and approved to be effective on or about December 31, 2014;

RESOLVED, that the President, Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized and empowered to execute and deliver the Merger Agreement, including all exhibits and schedules attached thereto, in the name and on behalf of the Corporation with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions or changes);

RESOLVED, that the Corporation be, and hereby is, authorized and empowered to perform all of its obligations under the Merger Agreement, including but not limited to, the Merger;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to prepare, execute and file such governmental filings as may be necessary or required by law in connection with the Merger, including, but not limited to, the filing of the Articles of Merger with the Secretary of State of the State of Indiana and the Certificate of Ownership with the Secretary of State of the State of California;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and

RESOLVED, that any and all acts of the Authorized Officers, whether heretofore or hereafter done or performed, relating to the effectuation of the foregoing resolutions be, and the same hereby are, ratified and approved in all respects.



I hereby certify that the foregoing transcript of 8 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 31 2014

Date: _____ *CME*

Debra Bowen

DEBRA BOWEN, Secretary of State

TRADEMARK