

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM384649

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	02/24/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Skyfall Acquisition Corporation		02/24/2016	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Skyfall Acquisition Corporation	02/24/2016	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Upland Software, Inc
Street Address:	Frost Tower, 401 Congress Avenue,
Internal Address:	Suite 1850
City:	Austin
State/Country:	TEXAS
Postal Code:	78701
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3733229	TRACKALYZER
Registration Number:	3671808	LEADLANDER

CORRESPONDENCE DATA**Fax Number:**

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.

Phone: 231-932-0411
Email: brianhall@traverselegal.com
Correspondent Name: Brian A. Hall, Traverse Legal PLC
Address Line 1: 810 Cottageview Drive
Address Line 2: Unit G-20
Address Line 4: Traverse City, MICHIGAN 49684

NAME OF SUBMITTER:	Brian A. Hall
SIGNATURE:	/BAH/

DATE SIGNED:	05/17/2016
Total Attachments: 3 source=Upland - Certificate of Merger - Skyfall (file-stamped)#page1.tif source=Upland - Certificate of Merger - Skyfall (file-stamped)#page2.tif source=Upland - Certificate of Merger - Skyfall (file-stamped)#page3.tif	

Delaware

The First State

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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:

"SKYFALL ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "UPLAND SOFTWARE, INC." UNDER THE NAME OF "UPLAND SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2016, AT 2:10 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

4845215 8100M
SR# 20161165304

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

Authentication: 201895783
Date: 02-26-16

TRADEMARK
REEL: 005794 FRAME: 0327

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SKYFALL ACQUISITION CORPORATION

WITH AND INTO

UPLAND SOFTWARE, INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the “**DGCL**”), UPLAND SOFTWARE, INC., a Delaware corporation (the “**Corporation**”), does hereby certify to the following information relating to the merger (the “**Merger**”) of SKYFALL ACQUISITION CORPORATION, a Delaware corporation (the “**Subsidiary**”), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on February 24, 2016 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. This Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer on the 24th of February, 2016.

UPLAND SOFTWARE, INC.

By: /s/ Michael D. Hill
Michael D. Hill, Secretary

EXHIBIT A

BOARD RESOLUTIONS

WHEREAS, UPLAND SOFTWARE, INC., a Delaware corporation (the “**Corporation**”), owns 100% of the issued and outstanding capital stock of SKYFALL ACQUISITION CORPORATION, a Delaware corporation (the “**Subsidiary**”);

WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interest of the Corporation and its stockholders to cause the Subsidiary to merge with and into the Corporation, with the Corporation surviving the merger (the “**Merger**”).

NOW THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware, so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation and shall assume all of the liabilities and obligations of the Subsidiary and succeed to all its assets.

RESOLVED FURTHER, 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 to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and pay any fees related to such filing.

RESOLVED FURTHER, 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, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; 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.

RESOLVED FURTHER, that any resolutions adopted by an Authorized Officer to effect the Merger are hereby approved and adopted as the resolutions of the Board, and the Authorized Officers are authorized to execute, certify and deliver a copy thereof as required by applicable law.