

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM405955

|                              |                           |
|------------------------------|---------------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT            |
| <b>NATURE OF CONVEYANCE:</b> | MERGER AND CHANGE OF NAME |
| <b>EFFECTIVE DATE:</b>       | 05/01/2016                |

**CONVEYING PARTY DATA**

| Name       | Formerly | Execution Date | Entity Type           |
|------------|----------|----------------|-----------------------|
| GTNX, INC. |          | 04/29/2016     | Corporation: DELAWARE |

**NEWLY MERGED ENTITY DATA**

| Name           | Execution Date | Entity Type           |
|----------------|----------------|-----------------------|
| GT NEXUS, INC. | 04/29/2016     | Corporation: DELAWARE |

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

|                          |                       |
|--------------------------|-----------------------|
| <b>Name:</b>             | GT NEXUS, INC.        |
| <b>Street Address:</b>   | 1111 BROADWAY         |
| <b>Internal Address:</b> | SUITE 500             |
| <b>City:</b>             | OAKLAND               |
| <b>State/Country:</b>    | CALIFORNIA            |
| <b>Postal Code:</b>      | 94607                 |
| <b>Entity Type:</b>      | Corporation: DELAWARE |

**PROPERTY NUMBERS Total: 11**

| Property Type        | Number  | Word Mark      |
|----------------------|---------|----------------|
| Registration Number: | 2219289 | TRADECARD      |
| Registration Number: | 2240975 | TRADECARD      |
| Registration Number: | 2565874 | TRADECARD      |
| Registration Number: | 2632394 | TRADECARD      |
| Registration Number: | 2606430 | TRADECARD      |
| Registration Number: | 2698147 | TRADECARD      |
| Registration Number: | 2616330 | TRADECARD      |
| Registration Number: | 3779062 | FACTORY XPRESS |
| Registration Number: | 3779063 | FEX            |
| Registration Number: | 4186020 | TRADECARD      |
| Registration Number: | 4186022 | TRADECARD      |

**CORRESPONDENCE DATA**

OP \$290.00 2219289

**Fax Number:** 2158325347

***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:** 215-569-5347

**Email:** ARIA@BLANKROME.COM

**Correspondent Name:** ZACHARY A. ARIA

**Address Line 1:** BLANK ROME LLP

**Address Line 2:** ONE LOGAN SQUARE

**Address Line 4:** PHILADELPHIA, PENNSYLVANIA 19103

|                                |              |
|--------------------------------|--------------|
| <b>ATTORNEY DOCKET NUMBER:</b> | 119645-00124 |
|--------------------------------|--------------|

|                           |                 |
|---------------------------|-----------------|
| <b>NAME OF SUBMITTER:</b> | Zachary A. Aria |
|---------------------------|-----------------|

|                   |                   |
|-------------------|-------------------|
| <b>SIGNATURE:</b> | /Zachary A. Aria/ |
|-------------------|-------------------|

|                     |            |
|---------------------|------------|
| <b>DATE SIGNED:</b> | 11/18/2016 |
|---------------------|------------|

**Total Attachments: 7**

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# 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:

"GT NEXUS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "GTNX, INC." UNDER THE NAME OF "GT NEXUS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2016, AT 8:20 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF MAY, A.D. 2016 AT 12:01 O'CLOCK A.M.

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



  
Jeffrey W. Bullock, Secretary of State

2973343 8100M  
SR# 20162672436

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202233451  
Date: 04-29-16

TRADEMARK  
REEL: 005924 FRAME: 0093

CERTIFICATE OF MERGER

OF

GT NEXUS, INC.,  
a Delaware corporation,

WITH AND INTO

GTNX, INC.,  
a Delaware corporation

*(Under Section 251  
of the General Corporation Law of the State of Delaware)*

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), GTNX, Inc., a Delaware corporation ("GTNX"), in connection with the merger of GT Nexus, Inc., a Delaware corporation ("Nexus"), with and into GTNX (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations to the Merger (the "Constituent Corporations") are:

| <u>Name</u>    | <u>State of Incorporation</u> |
|----------------|-------------------------------|
| GT Nexus, Inc. | Delaware                      |
| GTNX, Inc.     | Delaware                      |

SECOND: An Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2016, by and between Nexus and GTNX, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with Sections 228 and 251 of the DGCL.

THIRD: GTNX shall be the surviving corporation (the "Surviving Corporation") in the Merger. The name of the Surviving Corporation will be changed to "GT Nexus, Inc."

FOURTH: Upon the effectiveness of the Merger, the certificate of incorporation of GTNX, as in effect immediately prior to the Merger, shall be amended and restated, in its entirety, as set forth in Exhibit A attached hereto and, as so amended and restated, shall be the certificate of incorporation of the Surviving Corporation until so amended and changed in accordance with its certificate of incorporation and by-laws and pursuant to the provisions of the DGCL.

FIFTH: The Merger shall be effective on May 1, 2016, at 12:01 a.m. (EST).

SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation at:

GT Nexus, Inc.  
1111 Broadway, Suite 500  
Oakland, CA 94607

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the Constituent Corporations, pursuant to the DGCL, under penalties of perjury does hereby declare and certify that this is the act and deed of GTNX, Inc. and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 29<sup>th</sup> day of April, 2016.

GTNX, INC.,  
a Delaware corporation

By: /s/ Gregory M. Giangiordano  
Gregory M. Giangiordano  
President

Exhibit A

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
GTNX, INC.

\* \* \* \* \*

ARTICLE I.

The name of the corporation (the "Corporation") is: GT Nexus, Inc.

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware, 19801. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE III.

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL"), as now in effect or hereafter amended.

ARTICLE IV.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of common stock, each of which shall have a par value of one cent (\$0.01) per share.

ARTICLE V.

Elections of directors need not be by written ballot.

## ARTICLE VI.

In furtherance, and not in limitation of the powers conferred by statute, the by-laws of the Corporation may be made, altered, amended or repealed by the stockholders of the Corporation or by a majority of the entire board of directors of the Corporation (the "Board").

## ARTICLE VII.

(a) The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Delaware any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity by the Corporation for such expenses which the Court of Chancery or such other court shall deem proper.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent of the Corporation) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VII.



(d) The indemnification and other rights set forth in this Article VII shall not be exclusive of any provisions with respect thereto in the by-laws of the Corporation or any other contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.

(e) Neither the amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII shall eliminate or reduce the effect of this Article VII in respect of any matter occurring before such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this Article VII if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

(f) No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director:

(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.

If the DGCL is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

\* \* \* \* \*