

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM407120

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	11/01/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
VITALITY, INC.		11/01/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NANTHEALTH, INC.		
<b>Street Address:</b>	9920 Jefferson Boulevard		
<b>City:</b>	Culver City		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90232		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4004141	GLOWCAP	
<b>Registration Number:</b>	4062541	VITALITY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7029498376		
<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>			
<b>Phone:</b>	702.949.8200		
<b>Email:</b>	TRADEMARKS-LASVEGAS@LRRRC.COM		
<b>Correspondent Name:</b>	Michael J. McCue		
<b>Address Line 1:</b>	3993 Howard Hughes Parkway		
<b>Address Line 2:</b>	Ste. 600		
<b>Address Line 4:</b>	Las Vegas, NEVADA 89169		
<b>NAME OF SUBMITTER:</b>	Michael J. McCue		
<b>SIGNATURE:</b>	/Michael J. McCue/		
<b>DATE SIGNED:</b>	11/30/2016		
<b>Total Attachments: 4</b>			
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# Delaware

The First State

Page 1

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:

"VITALITY, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "NANTHEALTH, INC." UNDER THE NAME OF  
"NANTHEALTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE ON THE FIRST DAY OF NOVEMBER, A.D. 2016, AT 12:38 O`CLOCK  
P.M.

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



  
Jeffrey W. Bullock, Secretary of State

4843777 8100M  
SR# 20166440816

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

Authentication: 203259750  
Date: 11-01-16

**TRADEMARK**  
**REEL: 005931 FRAME: 0849**

**WITH AND INTO  
NANTHEALTH, INC.**

(Pursuant to Section 253 of the Delaware General Corporation Law)

NantHealth, Inc., a Delaware corporation (the "**Company**"), does hereby certify that:

1. The Company is organized and existing under the General Corporation Law of the State of Delaware.
2. The Company owns 100% of the outstanding shares of each class of the capital stock of Vitality, Inc., a Delaware corporation (the "**Subsidiary**").
3. On November 1, 2016, the board of directors of the Company adopted the following resolutions, providing for the merger of the Subsidiary with and into the Company, with the Company as the surviving corporation (the "**Merger**"), which resolutions have not been amended or rescinded and are in full force and effect:

**WHEREAS:** The Subsidiary is a corporation duly organized and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of the Company; and

**WHEREAS:** The Company seeks to merge the Subsidiary into the Company, with the Company as the surviving corporation in the merger pursuant to Section 253 of the DGCL (the "**Merger**") and to cancel all of the outstanding capital stock of the Subsidiary as a result of the Merger.

**NOW THEREFORE BE IT RESOLVED:** That the Board of Directors of the Company (the "**Board**") hereby authorizes the Merger and the assumption by the Company of the Subsidiary's liabilities and obligations.

**RESOLVED FURTHER:** That the Board hereby adopts and approves the Plan of Short Form Merger and Reorganization by and between the Company and the Subsidiary as presented to the Board.

**RESOLVED FURTHER:** That the outstanding shares of capital stock of the Subsidiary shall be canceled and extinguished in the Merger and no consideration issued in exchange therefore.

**RESOLVED FURTHER:** That the Merger shall be effective upon filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

**RESOLVED FURTHER:** That upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware, the Certificate of Incorporation and the Bylaws of the Company in effect immediately prior to the effectiveness of the Merger shall be the Company's Certificate of Incorporation and Bylaws.

**RESOLVED FURTHER:** That upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware, the directors and officers of the Company, as constituted immediately prior to the effectiveness of each such Merger, will be the directors and officers of the Company.

**RESOLVED FURTHER:** That the Merger is intended to qualify as a liquidation of the Subsidiary governed by Section 332 of the Internal Revenue Code of 1986, as amended (the "Code") for United States federal and state income tax purposes, and these resolutions shall be, and are hereby, adopted as a "plan of liquidation" for purposes of Section 332 of the Code.

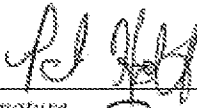
**RESOLVED FURTHER:** That the Board hereby authorizes and directs the appropriate officers of the Company, and each of them, to execute and file all documents, including the Certificate of Ownership and Merger, and to take all other actions which may be necessary or proper to effect each such Merger and hereby ratifies and confirms any and all actions taken heretofore to accomplish such purposes.

**RESOLVED FURTHER:** That, pursuant to Sections 253(c) and 251(d) of the Delaware General Corporation Law, at any time prior to the effective time of the Merger, the foregoing resolutions of merger may be amended, terminated or abandoned by the Board of Directors of the Company.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed in its corporate name by its duly authorized officer.

NANTHEALTH, INC.

  
\_\_\_\_\_  
*Signature* Paul Holt  
\_\_\_\_\_  
*Name of signatory* CFO  
\_\_\_\_\_  
*Title of signatory*  
November 1, 2016  
\_\_\_\_\_  
*Date of Execution*

*Signature Page to Certificate of Ownership and Merger  
NantHealth, Inc.*