

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM458286

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
So-Deep, Inc.		12/31/2017	Corporation: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Surveying And Mapping, LLC		
<b>Street Address:</b>	4801 Southwest Parkway, Bldg. Two, Suite 100		
<b>City:</b>	Austin		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78735		
<b>Entity Type:</b>	Limited Liability Company: TEXAS		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2656323	PERFORMING OUT-OF-SIGHT WORK... WITH VIS	
<b>Registration Number:</b>	1593434	SO-DEEP INC.	
<b>Registration Number:</b>	1592362	SO-DEEP, INC.	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9722323098		
	<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>	214.295.8076		
<b>Email:</b>	Rsteltonswan@mwe.com, bwong@mwe.com, cvicino@mwe.com		
<b>Correspondent Name:</b>	Robert Stelton-Swan		
<b>Address Line 1:</b>	McDermott Will & Emery LLP		
<b>Address Line 2:</b>	2501 North Harwood Street, Suite 1900		
<b>Address Line 4:</b>	Dallas, TEXAS 75201		
<b>NAME OF SUBMITTER:</b>	Robert Shelton-Swan		
<b>SIGNATURE:</b>	/Robert Shelton-Swan/		
<b>DATE SIGNED:</b>	01/17/2018		
<b>Total Attachments: 15</b>			
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## Office of the Secretary of State

December 29, 2017

CT Corporation System  
701 Brazos, Ste. 720  
Austin, TX 78701 USA

RE:  
Surveying And Mapping, LLC ( File Number: 801941238 )

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It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure



## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

SO-DEEP, INC.  
Foreign For-Profit Corporation  
Virginia, USA  
[File Number: 9207006]

Into

Surveying And Mapping, LLC  
Domestic Limited Liability Company (LLC)  
[File Number: 801941238]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 12/29/2017

Effective: 12/31/2017 10:59 pm



A handwritten signature in black ink, appearing to read "Rolando B. Pablos".

Rolando B. Pablos  
Secretary of State

**Form 622**  
**(Revised 12/15)**  
Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
**Filing Fee: see instructions**



**Certificate of Merger  
Combination Merger  
Business Organizations Code**

This space reserved for office use.

**FILED**  
**In the Office of the**  
**Secretary of State of Texas**  
**DEC 29 2017**  
**Corporations Section**

**Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

Surveying And Mapping, LLC

*Name of Organization*

The organization is a limited liability company It is organized under the laws of

*Specify organizational form (e.g., for-profit corporation)*

TX United States of America The file number, if any, is 0801941238

*State*

*Country*

*Texas Secretary of State file number*

Its principal place of business is 4801 Southwest Parkway, Bldg. Two, Suite 100 Austin, TX 78735

*Address*

*City*

*State*

- The organization will survive the merger.  The organization will not survive the merger.  
 The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

Party 2

So-Deep, Inc.

*Name of Organization*

The organization is a corporation It is organized under the laws of

*Specify organizational form (e.g., for-profit corporation)*

VA United States of America The file number, if any, is 0009207006

*State*

*Country*

*Texas Secretary of State file number*

Its principal place of business is 8397 Euclid Ave Manassas, VA 20111

*Address*

*City*

*State*

- The organization will survive the merger.  The organization will not survive the merger.  
 The plan of merger amends the name of the organization. The new name is set forth below.

*Name as Amended*

Party 3

*Name of Organization*

The organization is a \_\_\_\_\_ It is organized under the laws of

*Specify organizational form (e.g., for-profit corporation)*

The file number, if any, is \_\_\_\_\_

State \_\_\_\_\_ Country \_\_\_\_\_

Texas Secretary of State file number \_\_\_\_\_

Its principal place of business is \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

- The organization will survive the merger.       The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

\_\_\_\_\_  
*Name as Amended*

### Plan of Merger

- The plan of merger is attached.

*If the plan of merger is not attached, the following statements must be completed.*

### Alternative Statements

Instead of providing the plan of merger, each domestic filing entity certifies that:

1. A plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

*Item 3A is the default selection. If the merger effected an amendment to, a restatement of, or an amendment and restatement of the certificate of formation of a surviving filing entity, you must select and complete one of the options shown below. Options 3B and 3C require the submission of the described attachment.*

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B.  No amendments to the certificate of formation of any filing entity are being effected by the merger or by the restated certificate of formation of the surviving filing entity named in the attached restated certificate of formation.

3C.  The plan of merger effected an amendment and restatement of the certificate of formation of a surviving filing entity. The amendments being made and the name of the surviving entity restating its certificate of formation are set forth in the attached restated certificate of formation containing amendments.

3D.  The plan of merger effected amendments or changes to the following surviving filing entity's certificate of formation.

\_\_\_\_\_  
*Name of filing entity effecting amendments*

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.



Text Area

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**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- Instead of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: 12-21-17

Surveying And Mapping, LLC

Merging Entity Name



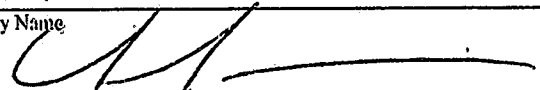
Signature of authorized person (see instructions)

Christopher M. Solomon, RPLS, CEO & President

Printed or typed name of authorized person

So-Deep, Inc.

Merging Entity Name



Signature of authorized person (see instructions)

Christopher M. Solomon, RPLS, Executive Senior VP

Printed or typed name of authorized person

\_\_\_\_\_  
Merging Entity Name

\_\_\_\_\_  
Signature of authorized person (see instructions)

\_\_\_\_\_  
Printed or typed name of authorized person



## **AGREEMENT AND PLAN OF MERGER**

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement"), is made effective as of December 31, 2017, by and among So-Deep, Inc., a Virginia corporation ("So-Deep") and Surveying And Mapping, LLC, a Texas limited liability company ("SAM"). Each of So-Deep and SAM may individually be referred to as a "Party" and collectively as the "Parties."

### **RECITALS**

A. SAM Holding Company II, Inc. ("SAM Holding II") owns all of the issued and outstanding shares of common stock, par value \$0.01 per share ("So-Deep Common Stock"), of So-Deep and all of the issued and outstanding membership interests of SAM.

B. In connection with a reorganization of SAM Holding II and its subsidiaries, the Board of Directors of SAM Holding II has consented to the merger of So-Deep with and into SAM (the "Merger"), subject to the terms and conditions set forth herein.

### **AGREEMENT**

**NOW, THEREFORE**, in consideration of the promises and mutual covenants set forth in this Agreement, and such other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. The Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as defined below), So-Deep shall be merged with and into SAM in accordance with Section 10.001 of the Texas Business Organizations Code and Section 13.1-716 of the Virginia Stock Corporation Act, as applicable. From and after the Effective Time, the separate existence of So-Deep shall cease and SAM shall continue as the surviving entity of the Merger under the name "Surveying And Mapping, LLC" (the "Surviving Entity"). From and after the Effective Time, the Surviving Entity shall possess all rights, title and interests to all property owned by So-Deep and SAM, and be subject to all of the liabilities and obligations of So-Deep and SAM, all as provided under applicable law.

2. Effective Time. The Merger shall be effective at 10:59 PM, Central time, on December 31, 2017 (the "Effective Time").

3. Articles of Organization and Operating Agreement. The Articles of Organization of SAM in effect as of the Effective Time shall be the Articles of Organization of the Surviving Entity after the Effective Time, until amended in accordance with applicable law. The Limited Liability Company Agreement of SAM in effect as of the Effective Time shall be the Operating Agreement of the Surviving Entity after the Effective Time, until amended in accordance with applicable law.

4. Conversion of Securities. At the Effective Time, by virtue of the Merger and without action on the part of any Party:

(a) all of the issued and outstanding shares of So-Deep Common Stock shall be canceled without consideration; and

(b) all of the membership interests of the Surviving Entity issued and outstanding immediately prior to the Effective Time shall remain outstanding following the consummation of the Merger.

5. Miscellaneous.

(a) At any time prior to the filing of (a) the Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia (the "Virginia Articles of Merger") and (b) the Certificate of Merger with the Secretary of State of the State of Texas (the "Texas Certificate of Merger") and collectively with the Virginia Articles of Merger, the "Merger Certificates"), this Agreement may be terminated and the Merger abandoned by any of the Parties.

(b) Amendment. This Agreement may be amended at any time prior to the filing of the Merger Certificates with the mutual consent of the Parties.

(c) Governing Law. This Agreement and all questions relating to its validity, interpretation, performance and enforcement, shall be governed by and construed, interpreted and enforced in accordance with the laws of the State of Texas, notwithstanding any conflict-of-law provisions to the contrary.

(d) Counterparts. This Agreement may be executed in one or more counterparts, each of which will be deemed an original but all of which taken together will constitute one and the same agreement, such agreement becoming effective when one or more counterparts have been signed by each of the Parties and delivered to all other Parties, it being understood that all Parties need not sign the same counterpart. Delivery of an executed counterpart of a signature page to this Agreement by facsimile or scanned pages or via email in portable document format (PDF), or other similar electronic transmission, shall be effective as delivery of a manually executed counterpart to this Agreement.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first written above.

**SO-DEEP, INC.**

By: \_\_\_\_\_  
Name: Thomas R. Rock  
Title: President

**SURVEYING AND MAPPING, LLC**

By:  \_\_\_\_\_  
Name: Christopher M. Solomon, RPLS  
Title: Chief Executive Officer and President

*[Signature Page to Agreement and Plan of Merger]*

**TRADEMARK**  
**REEL: 006250 FRAME: 0750**

ARTICLES OF MERGER  
OF  
SO-DEEP, INC.  
(a Virginia Stock Corporation)  
WITH AND INTO

0210275-8

SURVEYING AND MAPPING, LLC  
(a Texas Limited Liability Company)

7056496-5

The undersigned, on behalf of the corporation and eligible entity set forth below, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, state as follows:

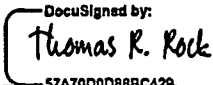
1. The parties to the merger are Surveying And Mapping, LLC, a Texas limited liability company (the "Surviving Entity"), and So-Deep, Inc., a Virginia stock corporation (the "Merging Entity"). The name of the surviving entity is Surveying And Mapping, LLC.
2. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger, which sets forth the terms and conditions pursuant to which the Merging Entity will merge with and into the Surviving Entity.
3. The Plan of Merger was approved by written consent of the sole shareholder of the Merging Entity on December 21, 2017.
4. The Surviving Entity certifies that its participation in the merger was duly authorized as required by the laws of the State of Texas.
5. These Articles of Merger shall be effective as of 11:59 p.m., Eastern time, on December 31, 2017, for tax and accounting purposes.

[Signature Page Follows]

DM\_US 86573483-4.097733.0017

The undersigned authorized officers of the Surviving Entity and the Merging Entity each declares that the facts herein stated are true as of December 21, 2017.

**SO-DEEP, INC.,**  
a Virginia Stock Corporation

By:   
Name: Thomas R. Rock  
Title: President  
SCC ID: 02162758

**SURVEYING AND MAPPING, LLC,**  
a Texas limited liability company

By: \_\_\_\_\_  
Name: Christopher M. Solomon, RPLS  
Title: Chief Executive Officer & President

*[Signature Page to Articles of Merger]*

The undersigned authorized officers of the Surviving Entity and the Merging Entity each declares that the facts herein stated are true as of December 21, 2017.

**SO-DEEP, INC.,**  
a Virginia Stock Corporation

By: \_\_\_\_\_  
Name: Thomas R. Rock  
Title: President  
SCC ID: 02162758

**SURVEYING AND MAPPING, LLC,**  
a Texas limited liability company

By:  \_\_\_\_\_  
Name: Christopher M. Solomon, RPLS  
Title: Chief Executive Officer & President

**Exhibit A****Plan of Merger**

1. The names of the business entities that are parties to the merger are So-Deep, Inc., a Virginia stock corporation ("So-Deep"), and Surveying And Mapping, LLC, a Texas limited liability company ("SAM").

2. Upon the consummation of the merger, (a) So-Deep shall be merged with and into SAM, (b) the separate existence of So-Deep shall cease and SAM shall continue as the surviving entity of the merger under the name "Surveying And Mapping, LLC" (the "Surviving Entity"), and (c) the Surviving Entity shall possess all rights, title and interests to all property owned by So-Deep and SAM, and be subject to all of the liabilities and obligations of So-Deep and SAM, all as provided under applicable law.

3. By virtue of the merger and without action on the part of So-Deep or SAM, (a) all of the issued and outstanding shares of common stock, par value \$0.01 per share, of So-Deep, shall be canceled without consideration and (b) all of the membership interests of the Surviving Entity issued and outstanding immediately prior to the merger shall remain outstanding following the consummation of the merger.

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0216275 - 8

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 5, 2018

1801020334

The State Corporation Commission finds the accompanying articles submitted on behalf of  
**Surveying And Mapping, LLC**

comply with the requirements of law and confirms payment of all required fees. Therefore, it is  
ORDERED that this

**CERTIFICATE OF MERGER**

be issued and admitted to record with the articles of merger in the Office of the Clerk of the  
Commission, effective January 5, 2018. Each of the following:

SO-DEEP, INC.

is merged into Surveying And Mapping, LLC, which continues to exist under the laws of TEXAS  
with the name Surveying And Mapping, LLC, and the separate existence of each non-surviving  
entity ceases.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann  
Commissioner

MERGACPT  
CISJMA  
18-01-03-1105

TRADEMARK  
REEL: 006250 FRAME: 0755



# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of the certificate of merger of SO-DEEP, INC. issued January 05, 2018.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
January 9, 2018*

*Joel H. Peck*  
Joel H. Peck, Clerk of the Commission