

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM463730

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	02/01/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ceres Systems		02/01/2018	Corporation: CALIFORNIA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Themis Computer	02/01/2018	Corporation: CALIFORNIA

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Mercury Systems - Trusted Mission Solutions, Inc.
Street Address:	47200 Bayside Parkway
City:	Freemont
State/Country:	CALIFORNIA
Postal Code:	94538
Entity Type:	Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3147692	THEMIS
Registration Number:	3603780	COOLSHELL
Registration Number:	1890833	THEMIS
Registration Number:	4191534	NANOPAK
Registration Number:	4184484	NANOATR
Registration Number:	4151396	RUGGEDSTORE
Registration Number:	5157192	HYPER-UNITY
Serial Number:	87662153	FLEXPAT

CORRESPONDENCE DATA

Fax Number: 8777697945

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: 6175425070

Email: tmdoctc@fr.com

CH \$215.00 3147692

Correspondent Name: Cynthia Johnson Walden
Address Line 1: PO Box 1022
Address Line 2: Fish & Richardson P.C.
Address Line 4: Minneapolis, MINNESOTA 55440-1022

NAME OF SUBMITTER: Cynthia Johnson Walden

SIGNATURE: /cynthia johnson walden/

DATE SIGNED: 02/28/2018

Total Attachments: 10

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Secretary of State
State of California

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EXECUTION COPY

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AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is dated as of February 1, 2018, adopted and made by and between Ceres Systems, a California corporation ("Ceres"), and [Themis Computer] a California corporation ("Themis").

RECITALS

WHEREAS, Ceres is a California corporation duly organized, validly existing and doing business in good standing under the laws of the State of California, and has authorized capital stock of (i) 6,500,000 shares of Preferred Stock, without par value (the "Ceres Preferred Stock"), of which 500,000 shares have been designated as "Series A Preferred Stock", of which, at the date hereof, none is outstanding, and 6,000,000 shares have been designated as "Series B Preferred Stock" (the "Series B Preferred Stock"), of which, at the date hereof, none is outstanding, and (ii) 60,000,000 shares of Common Stock, without par value (the "Ceres Common Stock," and, together with the Ceres Preferred Stock, the "Ceres Capital Stock"), of which, at the date hereof, 1,000 shares are outstanding;

WHEREAS, Themis is a California corporation duly organized, validly existing and doing business in good standing under the laws of the State of California, and has authorized capital stock of (i) 5,000,000 shares of Preferred Stock, without par value (the "Themis Preferred Stock"), of which 500,000 shares have been designated as "Series A Preferred Stock", of which, at the date hereof, none is outstanding, and (ii) 60,000,000 shares of Common Stock, without par value (the "Themis Common Stock," and, together with the Themis Preferred Stock, the "Themis Capital Stock"), of which, at the date hereof, 100 shares are outstanding;

WHEREAS, Ceres and Themis desire that Ceres merge with and into Themis (the "Merger"), with Themis being the surviving corporation; and

WHEREAS, the respective boards of directors and shareholders of Ceres and Themis have each (a) determined that the Merger, under and pursuant to the terms and conditions set forth or referred to herein, is advisable and in the best interests of the respective corporations and their respective shareholders, (b) approved this Agreement and the transactions contemplated hereby in accordance with the California General Corporation Law (the "CGCL"), and (c) authorized and approved the execution and delivery of this Agreement by their respective officers.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, Ceres and Themis hereby agree that Ceres is to be merged with and into Themis on the following terms and conditions:

I. The Merger.

(a) Effective Time. The Merger shall be effective upon filing of this Agreement, together with such certificates or other documents executed as may be required by the CGCL, with the California Secretary of State (the "Effective Time").

(b) Effect of the Merger. Subject to the terms and conditions of this Agreement, at the Effective Time, Ceres shall be merged with and into Themis pursuant to the provisions of Sections 1100 and 1101 of the CGCL. At the Effective Time, the separate existence of Ceres shall cease, and Themis, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue unaffected and unimpaired by the Merger. From and after the Effective Time, all property, assets, rights, privileges, immunities, powers, franchises, licenses and authority of Ceres and Themis shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions and duties of each of Ceres and Themis shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.

2. Articles of Incorporation. At the Effective Time, the articles of incorporation of Themis shall be amended to read in full as provided in Exhibit A hereto, which Exhibit A is hereby incorporated herein by reference as if fully set forth herein.

3. Conversion of Shares.

(a) Cancellation of Themis Capital Stock. All shares of Themis Capital Stock outstanding immediately prior to the Effective Time shall automatically be cancelled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(b) Effect on Ceres Common Stock. Each share of Ceres Common Stock outstanding as of immediately prior to the Effective Time shall be converted into and become ten newly issued, fully paid and non-assessable shares of Common Stock of the Surviving Corporation (and the shares of the Surviving Corporation into which the Ceres shares are so converted shall be the only shares of capital stock of the Surviving Corporation that will be issued and outstanding immediately after the Effective Time). Each certificate representing shares of Ceres Common Stock outstanding immediately prior to the Effective Time will evidence ownership of such securities of the Surviving Corporation at the Effective Time and thereafter.

4. Further Action. The parties hereto shall execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken all further or other action as they may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all of Themis's and Ceres's property, rights, privileges, powers and franchises hereunder, and otherwise to carry out the intent and purposes of this Agreement.

5. Successors and Assigns. This Agreement shall be binding upon and enforceable by the parties hereto and their respective successors, assigns and transferees, but this Agreement may not be assigned by either party without the written consent of the other.

6. Termination. Notwithstanding the approval of this Agreement by the shareholders of Themis or Ceres, this Agreement shall terminate forthwith prior to the Effective Time in the event that the Merger shall be abandoned by the board of directors of Ceres or Themis.

7. Amendment. This Agreement may be amended by Ceres and Themis at any time prior to the Effective Time without the approval of the shareholders of Themis or Ceres with

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respect to any of its terms except any change in its principal terms, the terms relating to the form or amount of consideration to be delivered to Ceres shareholders in the Merger or as may otherwise be required by law. This Agreement may not be amended, except by an instrument in writing signed on behalf of both parties hereto.

8. Counterparts. This Agreement may be executed in two counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Agreement by electronic mail in portable document format (.pdf) or by facsimile shall be as effective as delivery of a manually executed counterpart of this Agreement.


[Signature page follows]

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed in counterparts by their duly authorized officers and attested by their officers thereunto duly authorized, all as of the day and year first above written.

"Ceres"

CERES SYSTEMS

By: 


Mark Aslett
President

By: 


Christopher C. Cambria
Executive Vice President, General Counsel,
and Secretary

"Themis"

THEMIS COMPUTER

By: 

Mark Aslett
President

By: 

Christopher C. Cambria
Executive Vice President, General Counsel,
and Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MERCURY SYSTEMS – TRUSTED MISSION SOLUTIONS, INC.

I.

The name of this corporation is: "Mercury Systems – Trusted Mission Solutions, Inc."

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

This corporation is authorized to issue only one class of shares to be designated as "Common Stock"; and the total number of shares which this corporation is authorized to issue is one thousand (1,000).

IV.

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

V.

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) to the fullest extent permissible under California law.

VI.

Any repeal or modification of the provisions of Article IV or V or this Article VI by the shareholders of this corporation shall not adversely affect any right or protection of a director or agent of this corporation existing at the time of such repeal or modification.

VII.

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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SMRH:485261418

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TRADEMARK
REEL: 006280 FRAME: 0961

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CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER
(CERES SYSTEMS)

Mark Aslett and Christopher C. Cambria certify that:


1. They are the duly appointed, acting and qualified President and Executive Vice President, General Counsel and Secretary, respectively, of Ceres Systems, a California corporation ("Ceres").
2. This certificate is attached to that certain Agreement of Merger, dated as of February 1, 2018 (the "Agreement"), by and between Themis Computer, a California corporation ("Themis"), and Ceres, which provides for the merger of Ceres with and into Themis, with Themis surviving the merger (the "Merger").
3. The Agreement in the form attached was duly approved by the board of directors of Ceres.
4. The authorized capital stock of Ceres consists of (a) 6,500,000 shares of Preferred Stock, without par value (the "Preferred Stock"), of which (i) 500,000 shares have been designated as "Series A Preferred Stock", of which no shares were outstanding and entitled to vote on the Merger, and (ii) 6,000,000 shares have been designated as "Series B Preferred Stock", of which no shares were outstanding and entitled to vote on the Merger, and (b) 60,000,000 shares of Common Stock, without par value (the "Common Stock" and, together with the Preferred Stock, the "Capital Stock"), of which 1,000 shares were outstanding and entitled to vote on the Merger.
5. The principal terms of the Agreement in the form attached were approved by the shareholders of Ceres by vote of a number of shares of its capital stock which equaled or exceeded the vote required. The affirmative vote of the shareholders of Ceres holding more than 50% of the outstanding shares of Capital Stock and more than 50% of the outstanding shares of Common Stock was required to approve the Merger.

We certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of our own knowledge.

Executed in Andover, Massachusetts on February 1, 2018.



Mark Aslett
President



Christopher C. Cambria
Executive Vice President, General Counsel,
and Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER
(THEMIS COMPUTER)

Mark Aslett and Christopher C. Cambria certify that:

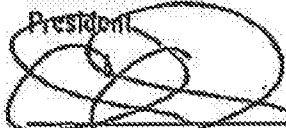
1. They are the duly appointed, acting and qualified President and Executive Vice President, General Counsel and Secretary, respectively, of Themis Computer, a California corporation ("Themis").
2. This certificate is attached to that certain Agreement of Merger, dated as of February 1, 2018 (the "Agreement"), by and between Themis and Ceres Systems, a California corporation ("Ceres"), which provides for the merger of Ceres with and into Themis, with Themis surviving the merger (the "Merger").
3. The Agreement in the form attached was duly approved by the board of directors of Themis.
4. The authorized capital stock of Themis consists of (a) 5,000,000 shares of Preferred Stock, without par value (the "Preferred Stock"), of which 500,000 shares have been designated as "Series A Preferred Stock", of which no shares were outstanding and entitled to vote on the Merger, and (b) 60,000,000 shares of Common Stock, without par value (the "Common Stock" and, together with the Preferred Stock, the "Capital Stock"), of which 100 shares were outstanding and entitled to vote on the Merger.
5. The principal terms of the Agreement in the form attached were approved by the shareholders of Themis by vote of a number of shares of its capital stock which equaled or exceeded the vote required. The affirmative vote of the shareholders of Themis holding all the outstanding shares of Capital Stock was required to approve the Merger.

We certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of our own knowledge.

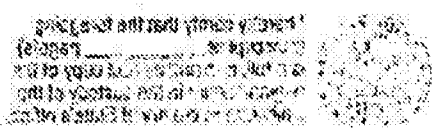
Executed in Andover, Massachusetts on February 1, 2018.



 Mark Aslett
 President



 Christopher C. Cambria
 Executive Vice President, General Counsel,
 and Secretary





I hereby certify that the foregoing
transcript of 2 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

FEB 02 2018

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

TRADEMARK
REEL: 006280 FRAME: 0964

THEMIS Trademark Report
(as of 10/27/2017)

Mark	Country	Application No.	File Date	Registration No.	Registration Date	Class(es)	Next Action Due
THEMIS®	U.S.	78/572,064	02/22/2005	3,147,692	09/26/2006	9	09/26/2026 Renewal Due
COOLSHELL®	U.S.	77/356,060	12/19/2007	3,603,780	04/07/2009	9	04/07/2019 Renewal Due
THEMIS®	U.S.	74/370,116	03/22/1993	1,890,833	04/25/1995	9	04/25/2025 Renewal Due
NANOPAK®	U.S.	85/275,908	03/24/2011	4,191,534	08/14/2012	9	08/14/2018 Declaration of Use Due 08/14/2022 Renewal Due
NANOATR®	U.S.	85/275,915	03/24/2011	4,184,484	07/31/2012	9	07/31/2018 Declaration of Use Due 07/31/2022 Renewal Due
RUGGEDSTORE®	U.S.	85/281,464	03/30/2011	4,151,396	05/29/2012	9	05/29/2018 Declaration of Use Due 05/29/2022 Renewal Due
HYPER-UNITY®	U.S.	86/808,996	11/04/2015	5,157,192	03/07/2017	9	03/07/2023 Declaration of Use Due 03/07/2027 Renewal Due
THEMIS®	Europe Union	004280491	02/09/2005	004280491	09/26/2006	9, 42	02/09/2025 Renewal Due
FLEXPATH	U.S.	87/662,153	10/27/2017			9	

*Does not include any expired, cancelled or abandoned trademarks.

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