

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM487210

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Chipworks, Inc.		01/01/2017	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	Techinsights Inc.		
Street Address:	3000 Solandt Road		
City:	Ottawa		
State/Country:	CANADA		
Postal Code:	K2K2X2		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3989394	CHIPWORKS	
Registration Number:	3800820	ICWORKS	
Registration Number:	2820634	PATENT SOLUTIONS	
Registration Number:	2081518		
Registration Number:	1824737	CHIPWORKS	
Registration Number:	0878691	ICE	
CORRESPONDENCE DATA			
Fax Number:	9497609502		
<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>			
Phone:	9497600404		
Email:	efiling@knobbe.com		
Correspondent Name:	Jonathan Menkes/Knobbe, Martens, et al.		
Address Line 1:	2040 Main Street, 14th Floor		
Address Line 4:	Irvine, CALIFORNIA 92614		
ATTORNEY DOCKET NUMBER:	MERZ2.006GEN		
NAME OF SUBMITTER:	Jonathan A. Menkes		
SIGNATURE:	/JAM/		
DATE SIGNED:	08/23/2018		

OP \$165.00 3989394

Total Attachments: 13

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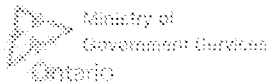
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Ministère des
Services gouvernementaux

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

1963896

JANUARY 01 JANVIER, 2017.

[Signature]
Director / Directeur



Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

T	E	C	H	I	N	S	I	G	H	T	S	I	N	C	.				

2. The address of the registered office is:
Adresse du siège social :

3000 Solandt Road

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Ottawa

ONTARIO

K	2	K	2	X	2
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Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1	10
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4. The director(s) is/are: / Administrateur(s) :

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
John Day	5 Orchard Farm Road Port Washington NY 11050	No
John Kumhyr	3000 Solandt Road Ottawa ON K2K 2X2	Yes
Michael McLean	3000 Solandt Road Ottawa ON K2K 2X2	Yes

4. The director(s) is/are:
 Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Andrew Millen	3000 Solandt Road Ottawa ON K2K 2X2	Yes

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A- Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B- Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

TECHINSIGHTS INC.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
TECHINSIGHTS INC.	001745423	2016	12	14
CHIPWORKS INC.	001959387	2016	12	14

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

An unlimited number of Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

The Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

- (a) the holders of the Common Shares shall be entitled to receive any dividend declared by the directors on the Common Shares;
- (b) subject to the rights of the holders of shares ranking prior to or on a parity with the Common Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs; and
- (c) the holders of the Common Shares shall be entitled to receive notice of and to attend and shall be entitled to one (1) vote at any meeting of the shareholders of the Corporation for each Common Share held, except meetings at which only holders of a specified class of shares are entitled to vote.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

N/A

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

See page 5A.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

- (a) the board of directors may from time to time, without authorization of the shareholders, in such amounts and on such terms as it deems expedient:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell or pledge debt obligations (secured or unsecured) of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person or body corporate; and
 - (iv) charge, mortgage, hypothecate, pledge, cede and transfer or otherwise create a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.
- (b) the board of directors may from time to time delegate to such one or more directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board pursuant to paragraph (a) above to such extent and in such manner as the board of directors shall determine at the time of each such delegation.
- (c) subject to the *Business Corporations Act*, the Corporation has a lien on a share registered in the name of a shareholder or the shareholder's personal representative for a debt of that shareholder to the Corporation including an amount unpaid in respect of a share issued by a body corporate on the date it was continued under the *Business Corporations Act*.

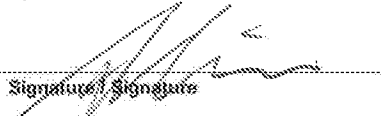
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

TECHINSIGHTS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Andrew Millen

Print name of signatory /
Nom du signataire en lettres moulées

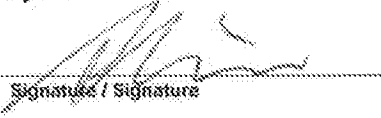
Director

Description of Office / Fonction

CHIPWORKS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Andrew Millen

Print name of signatory /
Nom du signataire en lettres moulées

Director

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

SCHEDULE "A"

) IN THE MATTER of the *Business Corporations Act*
) (Ontario) and the articles of amalgamation of
) TechInsights Inc. and Chipworks Inc.

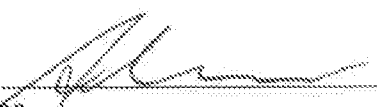
STATEMENT OF DIRECTOR

I, Andrew Millen, of Ottawa, Ontario, solemnly state that:

1. I am a Director of each of the amalgamating corporations, the name of each of which is hereinafter set out, and as such have personal knowledge of each of the amalgamating corporations herein deposed to:

TechInsights Inc.
Chipworks Inc.
2. I have conducted such examinations of the books and records of each amalgamating corporation as necessary to enable me to make the statements set forth in this Statement.
3. There are reasonable grounds for believing that:
 - (a) Each amalgamating corporation is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) The realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that:
 - (a) No creditor of any of the amalgamating corporations will be prejudiced by the amalgamation; or
 - (b) Adequate notice has been given by each amalgamating corporation to all known creditors of each respective corporation in accordance with the provisions of the *Business Corporations Act* (Ontario).
5. No creditor of any of the amalgamating corporations has notified the respective corporation that such creditor objects to the amalgamation.

DATED this 14th day of December, 2016.



Andrew Millen
Director of each of TechInsights Inc. and
Chipworks Inc.

SCHEDULE B TO ARTICLES OF AMALGAMATION
CERTIFIED COPY OF A RESOLUTION OF THE DIRECTORS
OF
TECHINSIGHTS INC.

(the Corporation)

"AMALGAMATION"

WHEREAS:

- (A) Subsection 177(2) of the *Business Corporations Act* (Ontario) (the **Act**) provides that two or more wholly-owned subsidiary corporations of the same holding body corporate may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act.
- (B) The Corporation and Chipworks Inc. (**Chipworks**) are both wholly-owned subsidiaries of AXIO Technical Intelligence Holdco Limited.
- (C) It is considered desirable and in the best interests of the Corporation that the Corporation and Chipworks amalgamate and continue as one corporation pursuant to subsection 177(2) of the Act with effect as of January 1, 2017.

RESOLVED THAT:

- 1 The amalgamation of the Corporation and Chipworks pursuant to subsection 177(2) of the Act (**the Amalgamation**) be and the same is hereby authorized and approved.
- 2 Upon the Amalgamation becoming effective:
 - (a) all shares in the capital of Chipworks, including all shares which have been issued and are outstanding immediately prior to the Amalgamation, be and the same are hereby cancelled without any repayment of capital in respect thereof;
 - (b) the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
 - (c) except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation; and
 - (d) the stated capital of Chipworks shall be added to the stated capital of the Corporation.
- 3 Any one director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

[Signature page follows]

CERTIFIED to be a true and correct copy of an extract of a resolution passed by all of the directors of the Corporation, which resolution is still in full force and effect as at the date hereof.

DATED this 14th day of December, 2016.



Andrew Miller
Director of Technights Inc.

SCHEDULE B TO ARTICLES OF AMALGAMATION
CERTIFIED COPY OF A RESOLUTION OF THE DIRECTORS
OF
CHIPWORKS INC.
(the Corporation)

"AMALGAMATION"

WHEREAS:

- (A) Subsection 177(2) of the *Business Corporations Act* (Ontario) (the Act) provides that two or more wholly-owned subsidiary corporations of the same holding body corporate may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act.
- (B) The Corporation and TechInsights Inc. (TechInsights) are both wholly-owned subsidiaries of AXIO Technical Intelligence Holdco Limited.
- (C) It is considered desirable and in the best interests of the Corporation that the Corporation and TechInsights amalgamate and continue as one corporation pursuant to subsection 177(2) of the Act with effect as of January 1, 2017.

RESOLVED THAT:

- 1 The amalgamation of the Corporation and TechInsights pursuant to subsection 177(2) of the Act (the Amalgamation) be and the same is hereby authorized and approved.
- 2 Upon the Amalgamation becoming effective:
 - (a) all shares in the capital of the Corporation, including all shares which have been issued and are outstanding immediately prior to the Amalgamation, be and the same are hereby cancelled without any repayment of capital in respect thereof;
 - (b) the by-laws of the amalgamated corporation shall be the same as the by-laws of TechInsights;
 - (c) except as may be prescribed, the articles of amalgamation of the amalgamated corporation shall be the same as the articles of TechInsights; and
 - (d) the stated capital of the Corporation shall be added to the stated capital of TechInsights.
- 3 Any one director or officer of the Corporation is hereby authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

[Signature page follows]

CERTIFIED to be a true and correct copy of an extract of a resolution passed by all of the directors of the Corporation, which resolution is still in full force and effect as at the date hereof.

DATED this 14th day of December, 2016.



Andrew Miller
Director of Chipworks Inc.