

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM503913

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Prophecy Transportation Solutions, Inc.		12/30/2009	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Accellos Inc.		
Street Address:	90 South Cascade Ave.		
Internal Address:	Suite 1200		
City:	Colorado Springs		
State/Country:	COLORADO		
Postal Code:	80903		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2002996	PROPHESY	
Registration Number:	2271556	PROPHESY	
Registration Number:	2002960	SHIPPERPLUS	
CORRESPONDENCE DATA			
Fax Number:			
<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:	303-473-2735		
Email:	docket@hollandhart.com		
Correspondent Name:	Amy J. Tindell		
Address Line 1:	P.O. Box 8749		
Address Line 2:	Attention: Trademark Docketing		
Address Line 4:	Denver, COLORADO 80201		
NAME OF SUBMITTER:	Amy J. Tindell		
SIGNATURE:	/Amy J. Tindell/		
DATE SIGNED:	12/31/2018		
Total Attachments: 5			

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CERTIFICATE OF MERGER

MERGING

**PROPHECY TRANSPORTATION SOLUTIONS, INC.,
a Delaware corporation**

WITH AND INTO

**ACCELLOS, INC.,
a Delaware corporation**

Pursuant to Section 251(c) of the General Corporation Law
of the State of Delaware

Pursuant to Title 8, Section 251(e) of the Delaware General Corporation Law (the
“DGCL”), the undersigned does hereby certify as follows:

FIRST: The name of the surviving corporation is Accellos, Inc., a Delaware corporation (“Accellos”), and the name of the corporation being merged into this surviving corporation is Prophecy Transportation Solutions, Inc., a Delaware corporation (“Prophecy”).

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of Accellos and Prophecy in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation is “Accellos, Inc.” a Delaware corporation.

FOURTH: The Certificate of Incorporation of Accellos shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: Immediately upon the merger becoming effective and as provided under the DGCL, all of the property, rights, privileges, powers and franchises of Prophecy shall vest in Accellos, and all debts, liabilities and duties of Prophecy shall become the debts, liabilities and duties of Accellos.

SIXTH: The merger is to become effective as of December 31, 2009.

SEVENTH: The Agreement and Plan of Merger is on file at 90 South Cascade Avenue, Suite 1200, Colorado Springs, CO 80903, the place of business of Accellos and a copy of the Agreement of Merger will be furnished by Accellos on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, each of Accellos and Prophecy has caused this Certificate of Merger to be executed in its corporate name this 30th day of December, 2009, and each undersigned signatory acknowledges that his execution of this Certificate is the act and deed of the applicable corporation and that the facts set forth herein are true and correct.

ACCELLOS, INC., a Delaware corporation

By: Michael J. Cornell
Name: Michael J. Cornell
Title: Chief Executive Officer

PROPHECY TRANSPORTATION SOLUTIONS, INC., a Delaware corporation

By: Michael J. Cornell
Name: Michael J. Cornell
Title: Chief Executive Officer

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**AGREEMENT AND PLAN OF MERGER
BETWEEN
ACCELLOS, INC.,
a Delaware corporation,
AND
PROPHECY TRANSPORTATION SOLUTIONS, INC.,
a Delaware corporation**

This AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is entered into as of December 30, 2009, between Accellos, Inc., a Delaware corporation ("Parent"), and PROPHECY TRANSPORTATION SOLUTIONS, INC., a Delaware ("Subsidiary"), a wholly-owned subsidiary of Parent.

RECITALS

A The Board of Directors of each of Parent and Subsidiary has deemed it advisable and in the best interests of Parent and Subsidiary that Subsidiary merges with and into Parent pursuant to this Agreement and the Delaware General Corporation Law (the "DGCL").

B. Parent owns 100% of the issued and outstanding capital stock of Subsidiary.

NOW, THEREFORE, Parent and Subsidiary agree that Subsidiary shall be merged with and into Parent as the surviving corporation in accordance with the DGCL and that the terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

1. Merger. Subsidiary shall be merged with and into Parent and the separate existence of Subsidiary shall cease at the Effective Time of the merger, as defined in Section 2 below, except insofar as it may be continued by law or in order to carry out the purposes of this Merger Agreement. Parent shall be the surviving corporation (the "Surviving Corporation").

2. Filings, Effective Time. Promptly following execution hereof, a Certificate of Merger shall be filed with the Secretary of State of Delaware in accordance with Section 251 of the DGCL. The merger shall become effective upon the filing of the Certificate of Merger with the Secretary of State of Delaware, such time is herein referred to as the "Effective Time".

3. Name of Surviving Corporation; Articles of Incorporation; Bylaws; Management.

3.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Time shall continue to be Accellos, Inc.

3.2 Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Parent shall become the Certificate of Incorporation of the Surviving Corporation.

3.3 Bylaws. The Bylaws of Parent, as in effect immediately before the Effective Time, shall from and after the Effective Time be and continue to be the Bylaws of the Surviving Corporation until amended as provided for therein.

3.4 Management. The officers and directors of Parent immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation until their resignation, removal or until their successors are duly elected and qualified.

4. Rights and Liabilities of Surviving Corporation. At and after the Effective Time, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of Subsidiary. All and singular, rights, privileges, powers and franchises of Subsidiary, and all property, whether real, personal or mixed, and all debts due to Subsidiary on whatever account, as well as all causes of action belonging to Subsidiary, shall be vested in the Surviving Corporation.

5. Cancellation Securities. By virtue of the merger and without any action on the part of any holder of any securities of Subsidiary, all of the securities of Subsidiary shall be automatically cancelled, at the Effective Time, and no securities of Subsidiary shall continue to be outstanding.

7. Miscellaneous.

7.1 This Merger Agreement may be terminated and the proposed merger may be abandoned at any time before the Effective Time, and whether before or after approval of this Merger Agreement by the Board of Directors of each of Parent and Subsidiary may duly adopt a resolution abandoning this Merger Agreement.

7.2 For the convenience of the parties hereto any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 This Merger Agreement shall be binding on, and shall inure to the benefit of the parties hereto, their respective legal representatives, successors and assigns.

7.4 This Merger Agreement shall be construed in accordance with, and governed by, the laws of the State of Delaware.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed as of the date first written above, and each undersigned signatory acknowledges that his execution of this Agreement and Plan of Merger is the act and deed of the applicable corporation and that the facts set forth herein are true and correct.

ACCELLOS, INC., a Delaware corporation

By: Michael J. Cornell

Name: Michael J. Cornell

Title: Chief Executive Officer

PROPHECY TRANSPORTATION SOLUTIONS, INC., a Delaware corporation

By: Michael J. Cornell

Name: Michael J. Cornell

Title: Chief Executive Officer