

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM610741

| | |
|------------------------------|---------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER AND CHANGE OF NAME |
| EFFECTIVE DATE: | 06/28/2019 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------|----------|----------------|-----------------------|
| V*I Chip Corporation | | 06/28/2019 | Corporation: DELAWARE |

NEWLY MERGED ENTITY DATA

| Name | Execution Date | Entity Type |
|-------------------|----------------|-----------------------|
| Vicor Corporation | 06/28/2019 | Corporation: DELAWARE |

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

| | |
|------------------------|-----------------------|
| Name: | Vicor Corporation |
| Street Address: | 25 Frontage Road |
| City: | Andover |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 01810 |
| Entity Type: | Corporation: DELAWARE |

PROPERTY NUMBERS Total: 3

| Property Type | Number | Word Mark |
|-----------------------------|---------|-----------|
| Registration Number: | 4010608 | BCM |
| Registration Number: | 3862417 | V·I CHIP |
| Registration Number: | 3862416 | VI CHIP |

CORRESPONDENCE DATA

Fax Number: 2026725399

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: 202.672.5300

Email: nquintero@foley.com

Correspondent Name: Katherine P. Califa

Address Line 1: Foley & Lardner LLP

Address Line 2: 3000 K Street, N.W. Suite 600

Address Line 4: Washington, D.C. 20007-5109

| | |
|---------------------------|-----------------------|
| NAME OF SUBMITTER: | Katherine P. Califa |
| SIGNATURE: | /Katherine P. Califa/ |

| | |
|---------------------|------------|
| DATE SIGNED: | 11/24/2020 |
|---------------------|------------|

Total Attachments: 9

- source=Vicor Corporation - V-I Chip Corporation-DE-Certificate of Ownership and Merger#page1.tif
- source=Vicor Corporation - V-I Chip Corporation-DE-Certificate of Ownership and Merger#page2.tif
- source=Vicor Corporation - V-I Chip Corporation-DE-Certificate of Ownership and Merger#page3.tif
- source=Vicor Corporation - V-I Chip Corporation-DE-Certificate of Ownership and Merger#page4.tif
- source=Vicor Corporation - V-I Chip Corporation-DE-Certificate of Ownership and Merger#page5.tif
- source=Vicor Corporation - V-I Chip Corporation-DE-Certificate of Ownership and Merger#page6.tif
- source=Vicor Corporation - V-I Chip Corporation-DE-Certificate of Ownership and Merger#page7.tif
- source=Vicor Corporation - V-I Chip Corporation-DE-Certificate of Ownership and Merger#page8.tif
- source=Vicor Corporation - V-I Chip Corporation-DE-Certificate of Ownership and Merger#page9.tif

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:

"V*I CHIP CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "VICOR CORPORATION" UNDER THE NAME OF "VICOR CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2019, AT 3:59 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2019 AT 5 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

926114 8100M
SR# 20195735223

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203134013
Date: 07-01-19

TRADEMARK
REEL: 007114 FRAME: 0876

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

V*I CHIP CORPORATION
(a Delaware corporation)

WITH AND INTO

VICOR CORPORATION
(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Vicor Corporation, a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the merger (the "Merger") of V*I Chip Corporation, a Delaware corporation and a subsidiary of the Corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns over 99% of the issued and outstanding shares of common stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent of the Board of Directors on June 28, 2019 and attached hereto as Exhibit 1, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Incorporation and the Bylaws of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation and the Bylaws of the surviving corporation.
5. This Certificate of Ownership and Merger and the Merger shall become effective at 5:00 p.m. Eastern Time on June 28, 2019.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed this 28th day of June, 2019.

VICOR CORPORATION

By: 

Name: James A. Simms

Title: Vice President, Chief Financial Officer

[Signature Page to Certificate of Ownership and Merger]

Exhibit 1

Resolutions of the Board of Directors of the Corporation

Resolution to accept the determinations of the Special Committee.

WHEREAS, the Board of Directors, adopted amended resolutions on February 19, 2019 (the "Authorizing Resolutions"), establishing a Special Committee of the Board of Directors to determine the Exchange Ratio to be used in the proposed merger (the "Merger") of V*I Chip Corporation, a Delaware corporation and a 99.99% owned subsidiary of Vicor Corporation, with and into Vicor, a Delaware corporation, based on the Special Committee's determination of (a) the value of a share of V*I Chip common stock and (b) the value of a share of Vicor common stock, with the quotient of (a) divided by (b) representing the Exchange Ratio;

WHEREAS, the Authorizing Resolutions set forth a mandate for the Special Committee, to be comprised of three disinterested Directors who did not hold shares of V*I Chip common stock, did not hold options for the purchase of such shares, and were not employees of Vicor, to determine the Exchange Ratio, based on its determination of (a) the value of a share of V*I Chip common stock and (b) the value of a share of Vicor common stock, and to take such other action with respect to the Merger so that the determinations of the Special Committee be free from the influence of interested parties;

WHEREAS, as provided for by the Authorizing Resolutions, the Special Committee retained Duff & Phelps Securities, LLC, as its independent financial advisor, and Wilmer Cutler Pickering Hale and Dorr LLP, as its independent legal counsel, to advise and assist with its undertakings;

WHEREAS, Vicor management provided to the Special Committee historical financial statements and supporting information, as well as certain revenue and capital expenditure forecasts, and hosted "due diligence" meetings and conference calls with Duff & Phelps Securities, LLC, thereby enabling the Special Committee's development of the cash flow forecast scenarios associated with its determinations;

WHEREAS, the Special Committee delivered, on June 19, 2019, a letter to the Board of Directors setting forth its determination, after careful deliberation and pursuant to the definition of "Fair Value" of a privately held security set forth in the authorizing resolutions of February 19, 2019, the Fair Value of a share of V*I Chip common stock was \$4.23, as of May 31, 2019, and the Fair Market Value of a share of Vicor common stock appropriate for use in calculating the Exchange Ratio was the 20-day volume weighted average price of such a share, which, as of May 31, 2019, was \$33.59, with the quotient of \$4.23 divided by \$33.59 representing an Exchange Ratio at that time of 0.126 share of Vicor common stock for each share of V*I Chip common stock (provided, however, the definitive Exchange Ratio to be used in the Merger would be calculated using (a) the Fair Value of a share of V*I Chip common stock as of the Effective Time and (b) the 20-day volume weighted average price of a share of Vicor common stock based on such a price calculated as of the Effective Time, as determined to be appropriate by the Special Committee);

WHEREAS, the Fair Value of a share of V*I Chip common stock has been determined to be \$4.32 as of June 28, 2019, reflecting the final determination by the Special Committee based on updated analyses of Duff & Phelps Securities, LLC, the 20-day volume weighted average price of a share of Vicor common stock, calculated for use in calculating the Exchange Ratio at the Effective Time (as reported by Bloomberg, L.P., and calculated to the nearest one-hundredth of one cent), is \$30.466; resulting in an Exchange Ratio of 0.142;

WHEREAS, the Special Committee provided to Vicor management the minutes of its meetings documenting its undertakings and the procedures followed, and Vicor management has reviewed and considered such minutes, and, after discussing the procedures followed with the Special Committee, concluded the procedures were appropriate and free from bias;

WHEREAS, the Special Committee delivered to Vicor management a draft copy (although represented as substantially complete) of the presentation materials prepared by Duff & Phelps Securities, LLC, and delivered to the Special Committee, summarizing the valuation analyses, based on the income approach and the market approach, which Vicor management thoroughly reviewed and subsequently discussed with the Special Committee and Duff & Phelps Securities, LLC;

WHEREAS, Duff & Phelps Securities, LLC, upon instructions from the Special Committee, delivered to Vicor management a copy of the spreadsheet file setting forth the calculations underlying the analyses summarized in the previously delivered presentation materials, which Vicor management thoroughly reviewed, thereby enabling Vicor management to conclude the income approach and market approach assumptions and calculations in the analyses were correct, reasonable, appropriately considered, and consistent with the accounting and financial reporting requirements set forth in, among other sources of guidance, Financial Accounting Standards Board (“FASB”) Concepts Statement No. 7, *Using Cash Flow Information and Present Value in Accounting Measurements* (as incorporated in FASB Accounting Standards Codification Topic 718, *Compensation—Stock Compensation*) and the definition of fair market value for privately held securities set forth in Revenue-Ruling 59-60, published by the Internal Revenue Service;

WHEREAS, Vicor management, pursuant to the guidance set forth the Practice Aid, concluded the determination by the Special Committee of the value of a share of V*I Chip common stock represented a “contemporaneous” valuation appropriate for use in calculating the Exchange Ratio to be used in the Merger;

WHEREAS, the Special Committee and Duff & Phelps Securities, LLC today presented to the Board of Directors a final presentation summarizing the latter’s financial analyses, previously reviewed by Vicor management, and provided sufficient opportunity for the Board of Directors to make inquiries of the Special Committee and Duff & Phelps Securities, LLC regarding these analyses; and

WHEREAS, Duff & Phelps Securities, LLC, has delivered to the Special Committee its written opinion that, as of June 28, 2019, the determined value of a share of V*I Chip common stock of \$4.32 was fair, from a financial point of view, to Vicor, and such written opinion has been reviewed by the Board of Directors;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors, with Directors McNamara, Simms, and Vinciarelli abstaining from voting due to their individual holdings of options for the purchase of shares of V*I Chip, accepts the determinations of the Special Committee described above, considers the determinations to be reasonable and final, and recommends such determinations be used in the Merger.

Resolution to recommend the Merger to the full board.

WHEREAS, the Board of Directors, with Directors McNamara, Simms, and Vinciarelli abstaining from voting due to their holdings of options for the purchase of shares of V*I Chip, has accepted the determinations of the Special Committee, as set forth in the preceding resolution;

WHEREAS, pursuant to the Authorizing Resolutions and the terms of the Agreement and Plan of Merger between V*I Chip and Vicor (the “Merger Agreement”), and assuming 5:00 p.m. (EST) today, June 28, 2019, represents the Effective Time, the denominator of the Exchange Ratio is \$30.4660, the 20-day volume weighted average price of a share of Vicor common stock for the consecutive period of 20 trading days beginning on the twenty-second trading day immediately preceding the Effective Time and concluding at the close of trading on the third trading day immediately preceding the Effective Time (as reported by Bloomberg, L.P., and calculated to the nearest one-hundredth of one cent), resulting in an Exchange Ratio of 0.142;

WHEREAS, pursuant to the Authorizing Resolutions, the Board of Directors, with Directors McNamara, Simms and Vinciarelli abstaining from voting due to their individual holdings of options for the purchase of shares of V*I Chip, has reviewed the terms of the Merger Agreement and determined such terms are fair, just, and reasonable to, and in the best interests of, Vicor and its stockholders;

WHEREAS, pursuant to the Authorizing Resolutions, the Board of Directors, with Directors McNamara, Simms and Vinciarelli abstaining from voting due to their individual holdings of options for the purchase of shares of V*I Chip, has reviewed the calculation of the Exchange Ratio and determined the Exchange Ratio has been appropriately calculated, following accounting, regulatory, and tax requirements;

WHEREAS, the Board of Directors, with Directors McNamara, Simms, and Vinciarelli abstaining from voting due to their holdings of options for the purchase of shares of V*I Chip, deems it to be advisable and in the best interests of Vicor and its stockholders to cause Vicor to merge with V*I Chip, pursuant to Section 253 of the Delaware General Corporation Law, with Vicor continuing as the surviving entity; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors, with Directors McNamara, Simms, and Vinciarelli abstaining from voting due to their individual holdings of options for the purchase of shares of V*I Chip, recommends to the full Board of Directors that Vicor enter into the Merger Agreement.

Resolution to approve the Merger Agreement and execute the Merger.

WHEREAS, the Board of Directors, with Directors McNamara, Simms, and Vinciarelli abstaining from voting due to their holdings of options for the purchase of shares of V*I Chip, has recommended to the full Board of Directors that Vicor enter into the Merger Agreement;

WHEREAS, the Board of Directors, with no Directors abstaining, desires to approve and adopt the Merger Agreement and complete the Merger and related transactions contemplated thereby;

NOW, THEREFORE, BE IT RESOLVED, the Merger Agreement and the transactions contemplated thereby be, and they hereby are, ratified, approved and adopted in all respects, by the Board of Directors; and

FURTHER RESOLVED, the corporate officers of Vicor be, and each of them hereby is, authorized and directed to execute and deliver the Merger Agreement on behalf of Vicor, execute, deliver and record such certificates, agreements, and other documents and to perform such other acts on behalf of Vicor as they or any of them shall deem necessary, proper, or convenient in implementing the foregoing resolutions and consummating the transactions contemplated by the Merger Agreement.

Resolution to authorize issuance of Common Stock pursuant to the Merger Agreement.

WHEREAS, the Merger Agreement provides that Vicor will issue shares of common stock, par value \$.01 per share ("Common Stock"), in connection with the exchange of such Common Stock for the issued and outstanding shares of V*I Chip common stock (other than shares owned by Vicor); and

WHEREAS, the Board of Directors has determined the issuance of such Common Stock is in the best interests of Vicor and its stockholders;

NOW, THEREFORE, BE IT RESOLVED, the corporate officers of Vicor be, and each of them hereby is, authorized and directed to cause to be issued (or delivered from treasury) such number of authorized shares (or treasury shares) of Common Stock as shall be required by the terms of the Merger Agreement;

FURTHER RESOLVED, upon issuance as contemplated in the Merger Agreement, the shares of Common Stock to be issued as described above shall be deemed to be validly issued, fully paid, and nonassessable;

FURTHER RESOLVED, the number of shares of Common Stock issuable under the Merger Agreement, including the shares allocated for issuance upon exercise of option grants awarded under the V*I Chip Plan (defined and described in the resolution immediately following this resolution) (the "New Vicor Shares"), as such number may be adjusted from time to time in accordance with the Merger Agreement, be, and hereby is, reserved for potential issuance;

FURTHER RESOLVED, the authority of Vicor's transfer agent is hereby extended to the New Vicor Shares; and

FURTHER RESOLVED, the corporate officers of Vicor be, and they hereby are, authorized to take all action and execute and file with the appropriate authorities all requisite papers and documents as may be necessary or desirable in connection with any New Vicor Shares.

Resolution to assume V*I Chip Amended and Restated 2007 Stock Option and Incentive Plan.

WHEREAS, the Board of Directors deems it advisable and in the best interests of Vicor and its stockholders that Vicor succeed to the V*I Chip Corporation Amended and Restated 2007 Stock Option and Incentive Plan (the "V*I Chip Plan") as contemplated by the Merger Agreement, and the Compensation Committee of the Board of Directors, pursuant to the terms of the V*I Chip Plan, has reviewed and approved the necessary changes to the V*I Chip Plan and associated documents to facilitate such succession by Vicor;

NOW, THEREFORE, BE IT RESOLVED, pursuant to the terms of the Merger Agreement and following requirements of Section 424 of the Internal Revenue Code of 1986, as amended, and effective as of and contingent upon the occurrence of the Effective Time, Vicor hereby assumes the V*I Chip Plan, as amended and in substantially the form attached hereto as Exhibit A, and assumes the then outstanding option grants (whether vested or unvested) awarded pursuant to the V*I Chip Plan (and as contemplated in the immediately preceding resolution); and

FURTHER RESOLVED, the corporate officers of Vicor be, and each of them hereby is, authorized and directed to cause to be delivered to the individuals holding any such outstanding option grants awarded under the V*I Chip Plan as of the Effective Time, such notifications of the assumption by

Vicor of their option grants as necessary or advisable under the terms of the Merger Agreement, the assumed V*I Chip Plan, and applicable law.

Resolution to authorize registration of New Vicor Shares.

WHEREAS, the Board of Directors deems it advisable that the New Vicor Shares subject to issuance under the V*I Chip Plan be registered under applicable federal and state securities laws;

NOW, THEREFORE, BE IT RESOLVED, the corporate officers of Vicor be, and they hereby are, authorized to prepare, execute, and file with the Securities and Exchange Commission a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "1933 Act"), relating to the registration under the 1933 Act of the New Vicor Shares subject to issuance under the assumed V*I Chip Plan;

FURTHER RESOLVED, the corporate officers of Vicor be, and they hereby are, authorized to cause to be prepared, executed, and filed such amendments and post effective amendments to such Registration Statement on Form S-8 as they may deem necessary or advisable in order that the same may become and remain effective and in order to conform to, or comply with, the provisions and requirements of the assumed V*I Chip Plan, and with the provisions and requirements of any other applicable agreement, law, regulation, or agency;

FURTHER RESOLVED, the corporate officers of Vicor be, and they hereby are, authorized to prepare and distribute to participants in the assumed V*I Chip Plan a prospectus in accordance with the rules and regulations promulgated under the 1933 Act relating to the assumed V*I Chip Plan and the New Vicor Shares issuable thereunder, and to supplement or amend such prospectus from time to time, as such corporate officers may deem necessary or advisable;

FURTHER RESOLVED, Patrizio Vinciarelli, Chairman of the Board, Chief Executive Officer, and President of the Corporation, be, and he hereby is, appointed and designated as the person duly authorized to receive communications and notices from the Securities and Exchange Commission with respect to the Registration Statement on Form S-8, together with the power conferred upon him as such person by the 1933 Act and the rules and regulations of such Commission issued thereunder.

Resolution to authorize registration of New Vicor Shares under state requirements.

RESOLVED, it is desirable and in the best interests of Vicor that the New Vicor Shares, to the extent necessary, be qualified or registered for sale in various states and other jurisdictions; that each of the corporate officers of Vicor is authorized to determine the states and other jurisdictions in which appropriate action shall be taken for the qualification or registration (and maintenance thereof) for the offering, sale, or trading (or the exemption therefrom) of all or such part of said New Vicor Shares; said corporate officers are hereby authorized to perform on behalf of Vicor any and all acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states or other jurisdictions and, in connection therewith, to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process (including without limitation the Uniform Consent to Service of Process on Form U 2 and the Uniform Form of Corporate Resolution on Form U 2A); and that the execution by such corporate officers of any such paper or document or any act in connection with the foregoing matters shall conclusively establish their authority therefor from Vicor and the approval and ratification by Vicor of the papers and documents so executed and the action so taken; and

FURTHER RESOLVED, all resolutions, legends, preambles, or undertakings required by, or deemed by the corporate officers of Vicor to be appropriate under, the laws of any state or other jurisdiction in connection with the offer, issuance, or sale of the New Vicor Shares shall be deemed to have been adopted by the Board of Directors, and the same may be included with these resolutions as so adopted and may be so certified by Vicor's Corporate Secretary.

Listing on NASDAQ.

WHEREAS, the issued and outstanding shares of Common Stock are currently listed on the Nasdaq Global Select Market ("Nasdaq");

NOW, THEREFORE, BE IT RESOLVED, the corporate officers of Vicor be, and they hereby are, authorized and directed to take all such action and to make all such filings as they may deem necessary or desirable to insure the listing on Nasdaq of the New Vicor Shares, including the delivery of one or more supplemental listing notifications to Nasdaq, together with such other supporting documents as may be necessary or required by Nasdaq and its rules and regulations; and

FURTHER RESOLVED, the Board of Directors hereby adopts the form of any and all resolutions required to be filed with Nasdaq in connection with any of the aforementioned notification and documents to Nasdaq if Vicor's Corporate Secretary deems such resolutions necessary or advisable and evidences such adoption by filing with Vicor's corporate records copies of such resolutions (the filing thereof to be conclusive evidence of such adoption), which thereupon shall be deemed to be adopted by the Board of Directors and incorporated as part of these resolutions with the same force and effect as if fully set forth herein.

General Authority.

RESOLVED, the corporate officers of Vicor be, and each of them hereby is, authorized and empowered, for and on behalf of Vicor, to make any and all such payments, to execute, certify, verify, acknowledge, and deliver any and all such instruments, and to do and perform any and all such acts and things as are necessary or desirable to carry out the intent and purpose of the foregoing resolutions and the obligations and commitments of Vicor contracted, created, or assumed pursuant to such resolutions, with the taking of any such action by any such officer being conclusive evidence of the necessity or desirability of such action.

FURTHER RESOLVED, any and all actions heretofore or hereafter taken or caused to be taken by the corporate officers, agents, and representatives of Vicor consistent with the tenor and purport of the foregoing resolutions be, and they hereby are, ratified, confirmed, and approved in all respects.