

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM618923

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2020		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
WATERFALL INTERNATIONAL INC.		12/31/2020	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	UPLAND SOFTWARE, INC.		
<b>Street Address:</b>	401 CONGRESS AVENUE, SUITE 1850		
<b>City:</b>	AUSTIN		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78701		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4694269	WATERFALL	
<b>Registration Number:</b>	3506588	WATERFALL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	2319320411		
<b>Email:</b>	brianhall@traverselegal.com		
<b>Correspondent Name:</b>	Brian A. Hall		
<b>Address Line 1:</b>	810 Cottageview Drive, Suite G-20		
<b>Address Line 4:</b>	Traverse City, MICHIGAN 49684		
<b>ATTORNEY DOCKET NUMBER:</b>	WATERFALL TO UPLAND INC		
<b>NAME OF SUBMITTER:</b>	Brian A. Hall		
<b>SIGNATURE:</b>	/BAH/		
<b>DATE SIGNED:</b>	01/07/2021		
<b>Total Attachments: 3</b>			
source=DE Cert of Ownership and Merger (Waterfall) - FILED#page1.tif			
source=DE Cert of Ownership and Merger (Waterfall) - FILED#page2.tif			

OP \$65.00 4694269



# 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:

"WATERFALL INTERNATIONAL INC.", A DELAWARE CORPORATION, WITH AND INTO "UPLAND SOFTWARE, INC." UNDER THE NAME OF "UPLAND SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2020, AT 11:13 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020 AT 11:59 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

4845215 8100M  
SR# 20208779143

Authentication: 204437209  
Date: 12-29-20

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**TRADEMARK**  
**REEL: 007157 FRAME: 0403**

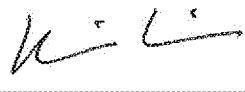
STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
WATERFALL INTERNATIONAL INC.  
WITH AND INTO  
UPLAND SOFTWARE, INC.

Pursuant to Section 253 of the Delaware General Corporation Law (the "*DGCL*"), Upland Software, Inc. (the "*Corporation*"), a Delaware corporation incorporated on July 7, 2010, does hereby certify to the following information relating to the merger (the "*Merger*") of Waterfall International Inc., a Delaware corporation (the "*Subsidiary*"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on December 28, 2020 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Ownership and Merger and the Merger shall become effective on December 31, 2020 at 11:59 pm ET.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 29th of December, 2020.

UPLAND SOFTWARE, INC.

By:   
Name: Kin Gill  
Title: SVP, General Counsel, and Secretary

**EXHIBIT A**

**BOARD RESOLUTIONS**

**WHEREAS**, Upland Software, Inc., a Delaware corporation (the "**Corporation**"), owns all of the issued and outstanding shares of each class of capital stock of Waterfall International Inc., a Delaware corporation (the "**Subsidiary**"); and

**WHEREAS**, it is deemed advisable and in the best interest of the Corporation that the Corporation merge the Subsidiary with and into the Corporation.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "**Merger**"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation; and

**RESOLVED FURTHER**, that the officers of the Corporation (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing; and

**RESOLVED FURTHER**, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.