

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM638825

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|------------------------------|-------------------|
| SUBMISSION TYPE: | RESUBMISSION |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION |
| RESUBMIT DOCUMENT ID: | 900602681 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------|----------|----------------|-----------------------|
| Caris MPI, Inc. | | 05/31/2017 | Corporation: DELAWARE |

RECEIVING PARTY DATA

| | |
|------------------------|--|
| Name: | Caris MPI, Inc. |
| Street Address: | 750 West John Carpenter Freeway, Ste 800 |
| City: | Irving |
| State/Country: | TEXAS |
| Postal Code: | 75039 |
| Entity Type: | Corporation: TEXAS |

PROPERTY NUMBERS Total: 14

| Property Type | Number | Word Mark |
|----------------------|----------|---------------------------|
| Serial Number: | 88330492 | MI EXOME |
| Serial Number: | 88277158 | MI TRANSCRIPTOME |
| Serial Number: | 88254253 | NGP |
| Serial Number: | 90265546 | MI PROFILE |
| Serial Number: | 90426222 | MI TUMOR SEEK |
| Serial Number: | 87732684 | MI CDX |
| Registration Number: | 4076187 | CARIS BIOREPOSITORY |
| Registration Number: | 4593363 | MOLECULAR INTELLIGENCE |
| Registration Number: | 5596007 | C.O.D.E. |
| Registration Number: | 6240213 | NEXT GENERATION PROFILING |
| Registration Number: | 6088712 | TRIALPLUS+ |
| Registration Number: | 6088711 | JIT |
| Registration Number: | 6088710 | JUST-IN-TIME |
| Registration Number: | 6218286 | MI GPS |

CORRESPONDENCE DATA

Fax Number: 3365744522

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.

TRADEMARK

Phone: 3469987815
Email: danny.vara@wbd-us.com
Correspondent Name: Jack B. Hicks
Address Line 1: 300 N. GREENE STREET, SUITE 1900
Address Line 4: GREENSBORO, NORTH CAROLINA 27401

ATTORNEY DOCKET NUMBER: 68641.0003.0

NAME OF SUBMITTER: Anne C. Fleeson

SIGNATURE: /Anne C. Fleeson/

DATE SIGNED: 04/13/2021

Total Attachments: 8

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THE STATE OF TEXAS
CERTIFICATE OF CONVERSION
OF A DELAWARE CORPORATION
TO A TEXAS CORPORATION

FILED
In the Office of the
Secretary of State of Texas

JUL 21 2017

Corporations Section

Converting Entity Information

The name of the converting entity is Caris MPI Inc., a Delaware corporation (the "Converting Entity").

The jurisdiction of formation of the corporation is Delaware.

The date of formation of the corporation is July 16, 2004.

Plan of Conversion

The Converting Entity is converting to a Texas for-profit corporation. The name of the Texas for-profit corporation is Caris MPI, Inc. (the "Converted Entity").

The Converted Entity will be formed under the laws of Texas.

The plan of conversion is attached as Exhibit A.

Certificate of Formation for the Converted Entity

The Converted Entity is a Texas for-profit corporation. The certificate of formation of the Converted Entity is attached to this certificate as Exhibit A to the plan of conversion attached hereto as Exhibit A.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

This document becomes effective upon filing.

Effectiveness of Filing

This document becomes effective upon filing.

Withdrawal of Converting Entity's Foreign Registration

The Texas Secretary of State file number for the foreign registration of the Converting Entity is 0801513737. The foreign registration of the Converting Entity is automatically withdrawn upon filing of this certificate of conversion. The Converted Entity will be liable for payment of the Converting Entity's Franchise Taxes.

RECEIVED

JUL 21 2017

Secretary of State

SECRETARY OF STATE

TRADEMARK

REEL: 007260 FRAME: 0669

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: May 31, 2017

CARIS MPI, INC.

By: David D. Halbert
Name: David D. Halbert
Title: Chief Executive Officer

SIGNATURE PAGE TO
TEXAS CERTIFICATE OF CONVERSION OF
CARIS MPI, INC.

TRADEMARK
REEL: 007260 FRAME: 0670

Exhibit A to Certificate of Conversion

Plan of Conversion

PLAN OF CONVERSION

of

**CARIS MPI, INC.
(a Delaware corporation)**


into

**CARIS MPI, INC.
(a Texas corporation)**

THIS PLAN OF CONVERSION is entered into May 31, 2017, by Caris MPI, Inc., a Delaware corporation, which under the laws of the State of Texas hereby adopts the following Plan of Conversion:

1. The name of the converting corporation is Caris MPI, Inc., a Delaware corporation, (the "Converting Entity").
2. The name of the converted entity is Caris MPI, Inc., a Texas corporation (the "Converted Entity").
3. The Converting Entity is continuing its existence in the organizational form of a corporation.
4. The Converted Entity is to be a corporation formed under the laws of the State of Texas.
5. Shares in the Converting Entity will be converted to shares in the Converted Entity on a straight one-for-one exchange.
6. The Certificate of Formation of the Converted Entity is attached hereto as Exhibit A.
7. The conversion will become effective after the issuance of a Certificate of Conversion by the Texas Secretary of State.
8. This Plan of Conversion has been duly approved by the Board of Directors of the Converting Entity.

IN WITNESS WHEREOF, this Plan of Conversion has been signed as of the date first written above.


David D. Halbert
Chief Executive Officer

SIGNATURE PAGE TO PLAN OF CONVERSION
CARIS MPI, INC.

TRADEMARK
REEL: 007260 FRAME: 0673

Exhibit A to Plan of Conversion

Certificate of Formation

JUL 21 2017

Corporations Section

**CERTIFICATE OF FORMATION
OF
CARIS MPI, INC.**

This Certificate of Formation is adopted under the Texas Business Organizations Code, for a for-profit Texas corporation.

ARTICLE ONE

The name of the corporation is Caris MPI, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The Corporation is formed under a plan of conversion. The Corporation was formed previously in the State of Delaware on July 16, 2004, as Caris MPI, Inc., a for-profit corporation. The address of its former registered office in the State of Delaware was Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are:

To transact any and all lawful business for which corporations may be incorporated under the Texas Business Organizations Code; and

In general, to have and exercise all of the powers conferred by the laws of Texas upon corporations formed under the Texas Business Organizations Code, and to do any and all things hereinafter set forth to the same extent as natural persons might or could do.

ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares, and the par value of each of such shares shall be One Cent (\$.01). All such shares shall be of one class and shall be designated as Common Stock.

ARTICLE SIX

The address of its initial registered office is 1999 Bryan Street, Suite 900, Dallas, Texas 75201 and the name of its initial registered agent at such address is C T Corporation System.

ARTICLE SEVEN

The number of directors constituting the Board of Directors is two (2) and the name and address of the persons who are to serve as the directors of the corporation until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| David D. Halbert | 6655 North MacArthur Blvd. Irving, TX 75039 |
| Stephanie S. Thomas | 6655 North MacArthur Blvd. Irving, TX 75039 |

ARTICLE EIGHT

Unless a Bylaw adopted by the shareholders provides otherwise as to all or some portion of the corporation's Bylaws, the corporation's shareholders may amend, repeal or adopt the corporation's Bylaws even though the Bylaws may also be amended, repealed or adopted by its Board of Directors.

ARTICLE NINE

Any action required by the Texas Business Organizations Code to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE TEN

No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith that constitute a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's office, and (iv) for acts or omissions for which the liability of a director is expressly provided by statute. Any repeal or amendment of this Article by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the corporation is not personally liable as set forth in the preceding sentences, a director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a director.

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