

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM686080

| | | | |
|---|-----------------------------|-------------------------|------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 11/01/2021 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Newton Software, LLC | | 11/01/2021 | Limited Liability Company: OHIO |
| RECEIVING PARTY DATA | | | |
| Name: | Paycor, Inc. | | |
| Street Address: | 4811 Montgomery Road | | |
| City: | Cincinnati | | |
| State/Country: | OHIO | | |
| Postal Code: | 45212 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4907123 | | |
| Registration Number: | 4155850 | | |
| Registration Number: | 4089333 | GREEN IS GO. RED IS NO. | |
| Registration Number: | 3451821 | GRAVITY | |
| Registration Number: | 3313217 | NEWTON | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3177133699 | | |
| <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: | 3177133412 | | |
| Email: | twagner@taftlaw.com | | |
| Correspondent Name: | Tiffini Wagner | | |
| Address Line 1: | One Indiana Square | | |
| Address Line 2: | Suite 3500 | | |
| Address Line 4: | Indianapolis, INDIANA 46204 | | |
| NAME OF SUBMITTER: | Tiffini Wagner | | |
| SIGNATURE: | / Tiffini Wagner / | | |
| DATE SIGNED: | 11/05/2021 | | |

OP \$140.00 4907123

Total Attachments: 9

source=Newton Software, LLC-OH-Merger (Discontinuing Company)#page1.tif

source=Newton Software, LLC-OH-Merger (Discontinuing Company)#page2.tif

source=Newton Software, LLC-OH-Merger (Discontinuing Company)#page3.tif

source=Newton Software, LLC-OH-Merger (Discontinuing Company)#page4.tif

source=Newton Software, LLC-OH-Merger (Discontinuing Company)#page5.tif

source=Newton Software, LLC-OH-Merger (Discontinuing Company)#page6.tif

source=PAYCOR, INC.-DE-Merger (Survivor)#page1.tif

source=PAYCOR, INC.-DE-Merger (Survivor)#page2.tif

source=PAYCOR, INC.-DE-Merger (Survivor)#page3.tif



| DATE | DOCUMENT ID | DESCRIPTION | FILING | EXPED | CERT | COPY |
|------------|--------------|--------------|--------|-------|------|------|
| 10/28/2021 | 202130100652 | Merger (MER) | 99.00 | 0.00 | 0.00 | 0.00 |

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
 ATTN: CHRIS RICKARD
 4400 EASTON COMMONS WAY, SUITE 125
 COLUMBUS, OH 43219

**STATE OF OHIO
 CERTIFICATE**

**Ohio Secretary of State, Frank LaRose
 1212558**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
PAYCOR, INC.

and, that said business records show the filing and recording of:

Document(s)
Merger

Document No(s):
202130100652

Effective Date: 11/01/2021



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the
 Secretary of State at Columbus, Ohio this
 28th day of October, A.D. 2021.

Frank LaRose
Ohio Secretary of State

TRADEMARK

| DATE | DOCUMENT ID | DESCRIPTION | FILING | EXPED | CERT | COPY |
|------------|--------------|-------------------------------|--------|-------|------|------|
| 10/28/2021 | 202130100652 | MERGED OUT OF EXISTENCE (MEX) | 0.00 | 0.00 | 0.00 | 0.00 |

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
ATTN: CHRIS RICKARD
4400 EASTON COMMONS WAY, SUITE 125
COLUMBUS, OH 43219

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Frank LaRose
2445521**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NEWTON SOFTWARE, LLC

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

202130100652

Effective Date: 11/01/2021



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
28th day of October, A.D. 2021.

Frank LaRose
Ohio Secretary of State

TRADEMARK

Form 551 Prescribed by:



Toll Free: 877.767.3453
Central Ohio: 614.466.3910
OhioSoS.gov
business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216
Expedite Filing (Two business day processing time. Requires an additional \$100.00)
P.O. Box 1390
Columbus, OH 43216

For screen readers, follow instructions located at this path.

RECEIVED

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

OCT 27 2021

OHIO SECRETARY OF STATE

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Paycor, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

[Empty box for name change]

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. [] Domestic (Ohio entity) [X] Foreign (Non-Ohio Entity)

Delaware

Jurisdiction of formation

2. Charter/Registration/License Number

1212558

(If licensed in Ohio as domestic or foreign)

- 3. [X] For-Profit Corporation
[] Nonprofit Corporation
[] For-Profit Limited Liability Company
[] Nonprofit Limited Liability Company
[] Partnership
[] Limited Partnership
[] Limited Liability Partnership
[] Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

| Entity Name | Ohio Charter/License/Registration Number | Jurisdiction of Formation | Type of Entity |
|----------------------|--|---------------------------|----------------|
| Newton Software, LLC | 2445521 | Ohio | LLC |
| | | | |
| | | | |
| | | | |

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Bryan Jacobs
Name

4811 Montgomery Road
Mailing Address

Cincinnati
City

Ohio
State

45212
Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 11/01/2021 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
 If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

ZIP Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

- Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
- Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
- Foreign Qualifying Limited Liability Company - Form 533B
- Foreign Qualifying Limited Partnership - Form 531B
- Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

TRADEMARK

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Newton Software, LLC

Name of entity

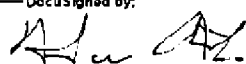
By:  DocuSigned by: Adam Ante
Signature BB0C0C4CB87AE43E..

Its: Chief Financial Officer

Title

Paycor, Inc.

Name of entity

By:  DocuSigned by: Adam Ante
Signature BB0C0C4CB87AE43E..

Its: Chief Financial Officer

Title

Name of entity

By: Signature

Its: Title

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

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 MERGER, WHICH MERGES:

"NEWTON SOFTWARE, LLC", AN OHIO LIMITED LIABILITY COMPANY, WITH AND INTO "PAYCOR, INC." UNDER THE NAME OF "PAYCOR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2021, AT 11:07 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF NOVEMBER, A.D. 2021.




Jeffrey W. Bullock, Secretary of State

3357379 8100M
SR# 20213599967

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

Authentication: 204532802
Date: 10-28-21

TRADEMARK
REEL: 007485 FRAME: 0141

CERTIFICATE OF MERGER
OF
NEWTON SOFTWARE, LLC
AND
Paycor, Inc.

Pursuant to Title 8, Section 264(c) of the General Corporation Law of the State of Delaware, the undersigned corporation executed the following Certificate of Merger.

1. The name of the surviving corporation is Paycor, Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is Newton Software, LLC, an Ohio limited liability company.
2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.
3. The name of the surviving corporation is Paycor, Inc.
4. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
5. The merger is to become effective upon filing of this Certificate of Merger.
6. The Agreement and Plan of Merger is on file at Paycor, Inc.'s corporate headquarters located at 4811 Montgomery Road, Cincinnati, Ohio 45212.
7. A copy of the Agreement and Plan of Merger will be furnished by the corporation upon request, without cost to any stockholder of any constituent corporation or member of any constituent limited liability company.
8. The merger shall become effective November 1st, 2021.

[Signature page follows.]

IN WITNESS WHEREOF, the corporation has caused this Certificate of Merger to be signed by a duly authorized officer as of October 25, 2021.

PAYCOR, INC.,
a Delaware corporation

DocuSigned by:
By:  _____
Name: BBCC4CBB7AE43E...
Its: Chief Financial Officer

[Signature page to Certificate of Merger]