

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM700764

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Dissolution and Distribution		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Enroute Systems Corporation		03/22/2021	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Pitney Bowes Inc.		
<b>Street Address:</b>	3001 Summer Street		
<b>City:</b>	Stamford		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06905		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3833659	ENROUTE	
<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>	2037966697		
<b>Email:</b>	iptl@pb.com		
<b>Correspondent Name:</b>	Brian A Lemm		
<b>Address Line 1:</b>	27 Waterview Drive		
<b>Address Line 4:</b>	Shelton, CONNECTICUT 06484		
<b>NAME OF SUBMITTER:</b>	Brian A. lemm		
<b>SIGNATURE:</b>	/Brian A. Lemm/		
<b>DATE SIGNED:</b>	01/10/2022		
<b>Total Attachments: 8</b>			
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**CONSENT OF THE SOLE STOCKHOLDER  
OF  
ENROUTE SYSTEMS CORPORATION**

The undersigned, being the sole stockholder of Enroute Systems Corporation, a Delaware corporation (the "Corporation"), does hereby adopt the following resolutions by written consent without a meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware:

WHEREAS, the Board of Directors of the Corporation (the "Board") has determined that it is advisable and in the best interests of the Corporation and its stockholder to dissolve the Corporation; and

WHEREAS, the Board adopted a Plan of Dissolution (as defined below) to dissolve the Corporation.

RESOLVED, that the Corporation shall dissolve and shall cease its operations, and shall distribute its assets, less any amounts due to settle the liabilities of the Corporation, to the stockholder of the Corporation pursuant to the Plan of Dissolution; and further

RESOLVED, that the form, terms and provisions of the Plan of Complete Liquidation and Dissolution of the Corporation (the "Plan of Dissolution") attached hereto as Exhibit A be, and the same hereby are, approved and adopted in all respects; and further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized to file a Certificate of Dissolution in accordance with Sections 103 and 275 of the General Corporation Law of the State of Delaware and consummate the transactions contemplated by the Plan of Dissolution; and further

RESOLVED, that notwithstanding authorization or consent of the dissolution of the Corporation or the Plan of Dissolution by the stockholders, the Board may abandon the dissolution of the Corporation and the Plan of Dissolution without further action by the stockholder; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Corporation, all such certificates, instruments, agreements or other documents (including, without limitation, a Certificate of Dissolution and the final annual

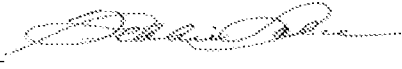
franchise tax report), and to make all such payments as they, in their judgment, or in the judgment of any one or more of them, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions and/or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements or documents.

RESOLVED, FURTHER, that the undersigned acknowledges and agrees with the determination of the Board of Directors that the Corporation has neither remaining liabilities to be settled nor assets to be distributed, and accordingly, the outstanding stock of the Corporation has no value.

[Signature Page Follows]

The Secretary of the Corporation is hereby directed to file a signed copy of this Consent in the minute book of the Corporation.

PITNEY BOWES INC.

By: 

Name: Debbie D. Salce

Title: Vice President and Treasurer

Date: March 22, 2021

Exhibit A

PLAN OF COMPLETE LIQUIDATION  
AND DISSOLUTION OF  
ENROUTE SYSTEMS CORPORATION

This Plan of Complete Liquidation and Dissolution (the “Plan”) is intended to constitute a plan of distribution under Section 281(b) of the General Corporation Law of the State of Delaware (“DGCL”) and accomplish the complete liquidation and dissolution of Enroute Systems Corporation, a Delaware corporation (such corporation or a successor entity, the “Company”), in accordance with the DGCL.

1. **Approval of Plan.** The Board of Directors of the Company (the “Board”) has adopted this Plan and presented the Plan to the Company’s stockholder to take action on the Plan. If the Plan is adopted by the Company’s stockholder, the Plan shall constitute the adopted Plan of the Company.

2. **Certificate of Dissolution.** Subject to Section 14 hereof, promptly after the stockholder approves the dissolution of the Company, the Company shall file with the Secretary of State of the State of Delaware a certificate of dissolution (the “Certificate of Dissolution”) in accordance with the DGCL (the time of such filing, or such later time as stated therein, the “Effective Time”).

3. **Cessation of Business Activities.** After the Effective Time, the Company shall not engage in any business activities except to the extent necessary to preserve the value of its assets, wind up its business affairs, and distribute its assets in accordance with this Plan.

4. **Continuing Employees and Consultants.** For the purpose of effecting the dissolution of the Company, the Company may hire or retain such employees, consultants and advisors as the Company deems necessary or desirable to supervise or facilitate the dissolution and winding up of the Company.

5. **Dissolution Process.**

From and after the Effective Time, the Company (or any successor entity of the Company) shall complete the following corporate actions:

(i) The Company (a) shall pay or make reasonable provision to pay all claims and obligations, including all contingent, conditional or unmatured contractual claims known to the Company, (b) shall make such provision as will be reasonably likely to be sufficient to provide compensation for any claim against the Company which is the subject of a pending action, suit or proceeding to which the Company is a party, and (c) shall make such provision as will be reasonably likely to be sufficient to provide compensation for claims that have not been made known to the Company or that have not arisen but that, based on facts known to the Company, are likely to arise or to become known to the Company within 10 years after the date

of dissolution. Such claims shall be paid or provided for in full if there are sufficient assets. All such claims shall be paid in full and any such provision for payment made shall be made in full if there are sufficient assets. If there are insufficient assets, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of assets legally available therefor.

(ii) After the payments are made pursuant to clause (i) above, if there are any assets remaining, the Company shall distribute to its stockholder, in accordance with the liquidation preferences of the Company's Certificate of Incorporation, as amended through the Effective Time, all remaining assets, including all available cash, including the cash proceeds of any sale, exchange or disposition, except such cash, property or assets as are required for paying or making reasonable provision for the claims and obligations of the Company. Such distribution may occur all at once or in a series of distributions and shall be in cash or assets, in such amounts, and at such time or times, as the Company may determine. If and to the extent deemed necessary, appropriate or desirable by the Board, the Company may establish and set aside a reasonable amount of cash and/or property to satisfy claims against the Company, including, without limitation, tax obligations, all expenses related to the sale of the Company's property and assets, all expenses related to the collection and defense of the Company's property and assets, and the liquidation and dissolution provided for in this Plan.

6. **Cancellation of Stock.** The distributions to the Company's stockholder pursuant to Section 5 hereof shall be in complete cancellation of all of the outstanding shares of stock of the Company. From and after the Effective Time, and subject to applicable law, the holder of shares of capital stock of the Company shall cease to have any rights in respect thereof, except the right to receive distributions pursuant to and in accordance with Section 5(ii) hereof. As a condition to receipt of any distribution to the Company's stockholder, the Company may require the Company's stockholder to (i) surrender its certificates evidencing its shares of stock to the Company, or (ii) furnish the Company with evidence satisfactory to the Company of the loss, theft or destruction of such certificates, together with such surety bond or other security or indemnity as may be required by and satisfactory to the Company. The Company will close its stock transfer books and discontinue recording transfers of shares of stock of the Company at the Effective Time, and thereafter certificates representing shares of stock of the Company will not be assignable or transferable on the books of the Company except by will, intestate succession, operation of law or upon the dissolution of any stockholder or its successors.

7. **Conduct of the Company Following Approval of the Plan.** Under Delaware law, dissolution is effective upon the filing of a certificate of dissolution with the Secretary of State of the State of Delaware or upon such future effective date as may be set forth in the certificate of dissolution. Section 278 of the DGCL provides that a dissolved corporation shall be continued for the term of 3 years from such dissolution or for such longer period as the Court of Chancery shall in its discretion direct, bodies corporate for the purpose of prosecuting and defending suits, whether civil, criminal or administrative, by or against it, and of enabling it gradually to settle and close its business, to dispose of and convey its property, to discharge its liabilities and to distribute to its stockholder any remaining assets, but not for the purpose of continuing the business for which the corporation was organized. With respect to any action, suit or proceeding begun by or against the corporation either prior to or within 3 years after the date of its expiration or dissolution, the action shall not abate by reason of the dissolution of the



corporation; the corporation shall, solely for the purpose of such action, suit or proceeding, be continued as a body corporate beyond the 3-year period and until any judgments, orders or decrees therein shall be fully executed, without the necessity for any special direction to that effect by the Court of Chancery. The powers of the directors shall continue during this time period in order to allow them to take the necessary steps to wind-up the affairs of the corporation.

8. **Absence of Appraisal Rights.** Under Delaware law, the Company's stockholder is not entitled to appraisal rights for its shares of capital stock in connection with the transactions contemplated by the Plan.

9. **Abandoned Property.** If any distribution to the stockholder cannot be made, whether because the stockholder cannot be located, has not surrendered certificates evidencing the capital stock as required hereunder or for any other reason, the distribution to which such stockholder is entitled shall be transferred, at such time as the final liquidating distribution is made by the Company, to the official of such state or other jurisdiction authorized by applicable law to receive the proceeds of such distribution. The proceeds of such distribution shall thereafter be held solely for the benefit of and for ultimate distribution to such stockholder as the sole equitable owner thereof and shall be treated as abandoned property and escheat to the applicable state or other jurisdiction in accordance with applicable law. In no event shall the proceeds of any such distribution revert to or become the property of the Company.

10. **Stockholder Consent to Sale of Assets.** Adoption of this Plan by the requisite vote of the outstanding capital stock shall constitute the approval of the stockholder of the sale, exchange or other disposition in liquidation of all of the property and assets of the Company, whether such sale, exchange or other disposition occurs in one transaction or a series of transactions, and shall constitute ratification of all contracts for sale, exchange or other disposition that are conditioned on adoption of this Plan.

11. **Expenses of Dissolution.** In connection with and for the purposes of implementing and assuring completion of this Plan, the Company may pay any brokerage, agency, professional and other fees and expenses of persons rendering services to the Company in connection with the collection, sale, exchange or other disposition of the Company's property and assets and the implementation of this Plan.

12. **Compensation.** In connection with and for the purpose of implementing and assuring completion of this Plan, the Company may pay the Company's officers, directors, employees, agents and representatives, or any of them, compensation or additional compensation above their regular compensation, including pursuant to severance and retention agreements, in money or other property, in recognition of the extraordinary efforts they, or any of them, will be required to undertake, or actually undertake, in connection with the implementation of this Plan. Adoption of this Plan by the stockholder shall constitute the approval of the Company's stockholder of the payment of any such compensation.

13. **Indemnification.** The Company shall continue to indemnify its officers, directors, employees, agents and trustee in accordance with its Certificate of Incorporation, Bylaws, and contractual arrangements as therein or elsewhere provided, the Company's existing

directors' and officers' liability insurance policy and applicable law, and such indemnification shall apply to acts or omissions of such persons in connection with the implementation of this Plan and the winding up of the affairs of the Company. The Company is authorized to obtain and maintain insurance as may be necessary to cover the Company's indemnification obligations.

14. **Modification or Abandonment of the Plan.** Notwithstanding authorization or consent to this Plan and the transactions contemplated hereby by the stockholder, the Board may modify, amend or abandon this Plan and the transactions contemplated hereby without further action by the stockholder to the extent permitted by the DGCL.

15. **Authorization.** The Board is hereby authorized, without further action by the stockholder, to do and perform or cause the officers of the Company to do and perform, any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind that are deemed necessary, appropriate or desirable to implement this Plan and the transactions contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up its affairs.