

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM741837

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2022
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VECTRUS MISSION SOLUTIONS CORPORATION		12/28/2021	Corporation: VIRGINIA

RECEIVING PARTY DATA

Name:	VECTRUS SYSTEMS CORPORATION
Street Address:	2424 Garden of the Gods Road
City:	Colorado Springs
State/Country:	COLORADO
Postal Code:	80919
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	5226043	SENTEL
Registration Number:	3189443	SENTEL
Registration Number:	5230596	SENTEL CORPORATION

CORRESPONDENCE DATA

Fax Number: 6172359493

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: 212-596-9287

Email: nicole.mollica@ropesgray.com

Correspondent Name: Nicole Mollica, Ropes & Gray LLP

Address Line 1: 1211 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	109764-0058-006
NAME OF SUBMITTER:	Nicole Mollica
SIGNATURE:	/nicole mollica/
DATE SIGNED:	07/18/2022

CH \$90.00 5226043

Total Attachments: 11

source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page1.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page2.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page3.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page4.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page5.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page6.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page7.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page8.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page9.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page10.tif
source=Vectrus Mission Solutions Corporation VA merger into Vectrus Systems Corporation DE 2022#page11.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:

"VECTRUS MISSION SOLUTIONS CORPORATION", A VIRGINIA CORPORATION,

WITH AND INTO "VECTRUS SYSTEMS CORPORATION" UNDER THE NAME OF "VECTRUS SYSTEMS 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 DECEMBER, A.D. 2021, AT 3:23 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2022 AT 12:01 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

394301 8100M
SR# 20214237846

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

Authentication: 205103319
Date: 12-28-21

TRADEMARK
REEL: 007793 FRAME: 0115

STATE OF DELAWARE

CERTIFICATE OF OWNERSHIP AND MERGER
merging
VECTRUS MISSION SOLUTIONS CORPORATION
(a Virginia corporation)
with and into
VECTRUS SYSTEMS CORPORATION
(a Delaware corporation)

Pursuant to Title 8, Section 253, of the Delaware General Corporation Law (the “DGCL”), Vectrus Systems Corporation, a Delaware corporation (the “Corporation”), does hereby certify to the following facts relating to the merger of Vectrus Missions Solutions Corporation, a Virginia corporation and wholly-owned subsidiary of the Corporation (“Vectrus Mission Solutions”), with and into the Corporation (the “Merger”), with the Corporation remaining as the surviving corporation:

FIRST: The Corporation was incorporated on June 13, 1945 under the General Corporation Laws of the State of Delaware (the “DGCL”) and is existing thereunder.

SECOND: The Corporation owns 100% of the issued and outstanding capital stock of Vectrus Mission Solutions, a corporation incorporated on December 6, 1991 under the Virginia Stock Corporation Act of the Commonwealth of Virginia.


THIRD: The Board of Directors of the Corporation, by resolutions duly adopted in accordance with Section 141(f) of the DGCL by written consent effective December 28, 2021 and attached hereto as Exhibit A, determined to merge Vectrus Mission Solutions with and into the Corporation pursuant to Section 253 of the DGCL, with the Corporation remaining as the surviving corporation.

FOURTH: Unless abandoned prior to its effective time in accordance with Section 253(c) and Section 251(d) of the DGCL, the Merger is to become effective at 12:01 a.m. on January 1, 2022.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer as of the 28th day of December 2021.

VECTRUS SYSTEMS CORPORATION

By:  _____

Name: Kevin T. Boyle

Title: SVP, Chief Legal Officer and GC

Exhibit A

Resolutions of the Board of Directors of Vectrus Systems Corporation

VECTRUS SYSTEMS CORPORATION

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

December 28, 2021

The undersigned, being all of the directors of Vectrus Systems Corporation, a Delaware corporation (the "Corporation"), or the purpose of taking action without a meeting of the Board of Directors pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby adopt the following resolutions:

WHEREAS, the Corporation owns all of the outstanding shares of capital stock of Vectrus Mission Solutions Corporation, a Virginia corporation ("Vectrus Mission Solutions");

WHEREAS, the Corporation desires to merge Vectrus Mission Solutions with and into the Corporation, with the Corporation as the surviving corporation (the "Merger"); and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Corporation and its sole stockholder to approve the Merger and to authorize the officers of the Corporation to adopt, execute, deliver and perform an Agreement and Plan of Merger in the form attached as Exhibit A (the "Merger Agreement"), and to execute and file with the Delaware Secretary of State a certificate of ownership and merger pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Merger Certificate");

NOW, THEREFORE, BE IT RESOLVED, that each of the Merger and the Merger Agreement is hereby authorized and approved;

RESOLVED FURTHER, that each of the officers of the Corporation hereby is authorized to do all things, to take all actions and to execute, deliver and file all documents and instruments, in the name and on behalf of the Corporation, as such officer may determine to be necessary or advisable in effecting the foregoing resolutions and the transactions contemplated thereunder (as conclusively evidenced by his or her execution thereof);

RESOLVED FURTHER, that the Board deems it desirable and in the best interests of the Corporation, to the extent required or advisable, to join in any agreement or agreements for the purpose of facilitating the Merger, and each officer of the Corporation is authorized, with the authority to delegate such authorization, in the name and on behalf of the Corporation, to execute and deliver any such agreement or agreements with such provisions consistent with these resolutions as such officer executing the same may approve (as conclusively evidenced by his or her execution thereof);

RESOLVED FURTHER, that the officers of the Corporation hereby are authorized to take any and all such action and execute any and all such documents, notices, consents and agreements as may be necessary or advisable for or incidental to the implementation and consummation of the Merger, including but not limited to filing articles of merger with the State

Corporation Commission of Virginia and filing a certificate of ownership and merger with the Secretary of State of the State of Delaware, filings required by the Federal Acquisition Regulation or the Defense Federal Acquisition Regulation Supplement, and filings required in connection with any local, state, federal or foreign government licenses, registrations or qualifications required in connection with or in furtherance of the Merger or the operation of the business of the Corporation following consummation of the Merger; and

RESOLVED FURTHER, that all acts and deeds previously performed by or at the direction of any officer prior to the date of this written consent in connection with the transactions contemplated by the foregoing resolutions and all actions to be taken and all agreements, instruments, reports, documents and regulatory and other notices to be executed, delivered or filed after the date hereof, by any of the officers in connection with or with respect to effecting the intent and purposes of all or any of the foregoing resolutions, hereby are ratified, confirmed and approved in all respects.

[SIGNATURE PAGE TO FOLLOW]

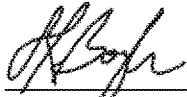
IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous Consent of Directors in Lieu of Meeting as of the date first set forth above.

Charles Prow Digitally signed by Charles Prow
Date: 2021.12.28 08:33:28 -07'00'

Charles L. Prow

Susan D. Lynch Digitally signed by Susan D.
Lynch
Date: 2021.12.28 10:18:02
-05'00'

Susan D. Lynch



Kevin A. Boyle

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of December 28, 2021, is entered into by and between VECTRUS SYSTEMS CORPORATION, a Delaware corporation ("Vectrus Systems" or the "Surviving Corporation"), and VECTRUS MISSION SOLUTIONS CORPORATION, a Virginia corporation and wholly owned subsidiary of Vectrus Systems ("Vectrus Mission Solutions").

WHEREAS, Vectrus Systems and Vectrus Mission Solutions desire to effect a merger of Vectrus Mission Solutions with and into Vectrus Systems, whereby Vectrus Systems shall be the surviving corporation in the merger (the "Merger");

WHEREAS, the board of directors of Vectrus Systems approved this Agreement pursuant to Section 253(a) of the General Corporation Law of the State of Delaware (the "DGCL"); and

WHEREAS, in accordance with Section 13.1-719B of the VSCA, no approval of the board of directors or shareholders of Vectrus Mission Solutions is required in connection with the Merger;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth in this Agreement, Vectrus Systems and Vectrus Mission Solutions hereby agree as follows:

1. The Merger. At the Merger Effective Time (as defined below), Vectrus Mission Solutions shall be merged with and into Vectrus Systems and the separate existence of Vectrus Mission Solutions shall cease and Vectrus Systems shall continue as the Surviving Corporation. Vectrus Systems and Vectrus Mission Solutions shall cause the Merger to be consummated by filing Articles of Merger with the State Corporation Commission of Virginia in accordance with the relevant provisions of the Virginia Stock Corporation Act (the "VSCA") and a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with the relevant provisions of the DGCL.

2. Merger Effective Time. The Merger will be effective at 12:01 a.m. on January 1, 2022 (the "Merger Effective Time").

3. Effect of the Merger. As of the Merger Effective Time, Vectrus Mission Solutions shall immediately cease to exist and Vectrus Systems, the Surviving Corporation, shall succeed to all rights and obligations of Vectrus Mission Solutions. The merger of Vectrus Mission Solutions into Vectrus Systems is expected to be treated as a tax free complete liquidation pursuant to IRC Section 332(a).

4. Merger Securities.

4.1 Vectrus Mission Solutions Stock. As of the Merger Effective Time, each share of capital stock of Vectrus Mission Solutions that is outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and no consideration shall be paid in respect thereof.

4.2 Surviving Corporation Stock. As of the Merger Effective Time, each share of capital stock of the Surviving Corporation that is outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, remain an outstanding share of capital stock of the Surviving Corporation.

5. Operative Documents. As of the Merger Effective Time, the certificate of incorporation of Vectrus Systems shall be the certificate of incorporation of the Surviving Corporation.

6. Approvals. Each of the parties to this Agreement covenants and agrees for the benefit of the other party to this Agreement to take any and all action necessary or appropriate to consummate the Merger in accordance with all applicable laws, including the VSCA and DGCL.

7. Taking of Necessary Action; Further Action. If at any time after the Merger Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement and to vest Vectrus Systems with full right, title and possession to all assets, property, rights, privileges, power and franchises of Vectrus Mission Solutions, the officers and directors of Vectrus Systems are fully authorized in the name of the constituent entities or otherwise to take all such lawful and necessary action.

8. Termination; Amendment. This Agreement may be abandoned and the Merger terminated at any time prior to the Merger Effective Time. No abandonment of this Agreement and termination of the merger, and no amendment of any provision of this Agreement, shall be valid unless the same shall be in writing and signed by all parties.

9. Counterparts. This Agreement may be executed in counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties, it being understood that all parties need not sign the same counterpart.

10. Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Delaware applicable to contracts entered into without regard to the principles of conflicts of laws thereof.

11. Headings. All section headings contained in this Agreement are for convenience of reference only, do not form a part of this Agreement and shall not effect in any way the meaning or interpretation of this Agreement.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed, certified and delivered as of the date first written above.

VECTRUS SYSTEMS CORPORATION

By: _____
Name:
Title:

VECTRUS MISSION SOLUTIONS CORPORATION

By: _____
Name:
Title: