

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM747790

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	06/29/2022
<b>SEQUENCE:</b>	1

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Abacus Labs, Inc.		06/29/2022	Corporation: DELAWARE
Expensewatch, Inc.		06/20/2022	Corporation: DELAWARE
SpringAhead, Inc.		06/29/2022	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Certify, Inc.
<b>Street Address:</b>	20 YORK STREET
<b>Internal Address:</b>	SUITE 201
<b>City:</b>	Portland
<b>State/Country:</b>	MAINE
<b>Postal Code:</b>	04101
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
<b>Registration Number:</b>	5200278	ABACUS
<b>Registration Number:</b>	4514699	
<b>Registration Number:</b>	4594338	
<b>Registration Number:</b>	4445180	SPEND WITH CONFIDENCE
<b>Registration Number:</b>	4395184	EXPENSEWATCH
<b>Registration Number:</b>	4395183	EXPENSEWATCH.COM
<b>Registration Number:</b>	6451701	TALLIE
<b>Registration Number:</b>	4473796	TALLIE

## CORRESPONDENCE DATA

Fax Number:

*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: 212 446-4841

Email: johanna.schmitt@kirkland.com

CH \$215.00 5200278

**Correspondent Name:** Johanna Schmitt  
**Address Line 1:** 601 Lexington Avenue  
**Address Line 4:** New York, NEW YORK 10011

**NAME OF SUBMITTER:** Johanna Schmitt

**SIGNATURE:** /Johanna Schmitt/

**DATE SIGNED:** 08/11/2022

**Total Attachments: 9**

source=ABACUS LABS, INC to Certify, Inc.-DE-Merger (Discontinuing Company)#page1.tif  
source=ABACUS LABS, INC to Certify, Inc.-DE-Merger (Discontinuing Company)#page2.tif  
source=ABACUS LABS, INC to Certify, Inc.-DE-Merger (Discontinuing Company)#page3.tif  
source=EXPENSEWATCH, INC.to Certify, Inc.-DE-Merger (Discontinuing Company)#page1.tif  
source=EXPENSEWATCH, INC.to Certify, Inc.-DE-Merger (Discontinuing Company)#page2.tif  
source=EXPENSEWATCH, INC.to Certify, Inc.-DE-Merger (Discontinuing Company)#page3.tif  
source=SpringAhead Inc. to Certify, Inc. -DE-Merger (Discontinuing Company)#page1.tif  
source=SpringAhead Inc. to Certify, Inc. -DE-Merger (Discontinuing Company)#page2.tif  
source=SpringAhead Inc. to Certify, Inc. -DE-Merger (Discontinuing Company)#page3.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:

"ABACUS LABS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "CERTIFY, INC." UNDER THE NAME OF "CERTIFY, 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 JUNE, A.D. 2022, AT 6:38 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

5506139 8100M  
SR# 20222869057

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

Authentication: 203815051  
Date: 06-30-22

**TRADEMARK**  
**REEL: 007815 FRAME: 0027**

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**ABACUS LABS, INC.**  
**WITH AND INTO**  
**CERTIFY, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), CERTIFY, INC., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the merger (the "Merger") of ABACUS LABS, 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 or about June 27, 2022, which resolutions are attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State on the date hereof.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 27 OF JUNE, 2022.

CERTIFY, INC.

DocuSigned by:

By *Adriana Carpenter*  
0662DF7C12AF4AD  
Name: Adriana Carpenter  
Title: CFO

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:38 PM 06/29/2022  
FILED 06:38 PM 06/29/2022  
SR 20222869057 - File Number 5506139

**EXHIBIT A**

**BOARD RESOLUTIONS**

WHEREAS, the Board of Directors of Certify, Inc. (the "Corporation") hereby deems it advisable and in the best interest of the Corporation that Abacus Labs, Inc., a Delaware corporation and wholly owned subsidiary of the Corporation ("Abacus Labs"), be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Abacus Labs Merger"), so that the separate existence of Abacus Labs shall cease as soon as the Abacus Labs Merger shall become effective, and the Corporation shall continue as the surviving corporation.

FURTHER RESOLVED, that the Abacus Labs Merger be, and hereby is, authorized and approved in all respects.

NOW, THEREFORE, BE IT RESOLVED, that each share of capital stock of Abacus Labs issued and outstanding immediately prior to the effectiveness of the Abacus Labs Merger shall, by virtue of the Abacus Labs Merger and without any further action on the part of the Corporation or Abacus Labs, automatically be cancelled and retired; and

FURTHER RESOLVED, 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 the State of Delaware and pay any fees related to such filing; and

FURTHER RESOLVED, 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; to pay or cause to be paid all expenses; and 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.

# 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:

"EXPENSEWATCH, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "CERTIFY, INC." UNDER THE NAME OF "CERTIFY, 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 JUNE, A.D. 2022, AT 7:02 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

5506139 8100M  
SR# 20222869062

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

Authentication: 203815058  
Date: 06-30-22

**TRADEMARK**  
**REEL: 007815 FRAME: 0030**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:02 PM 06/29/2022  
FILED 07:02 PM 06/29/2022  
SR 20222869062 - File Number 5506139

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**EXPENSEWATCH, INC.**  
**WITH AND INTO**  
**CERTIFY, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), CERTIFY, INC., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the merger (the "Merger") of EXPENSEWATCH, 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 or about June 27, 2022, which resolutions are attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State on the date hereof.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 27<sup>th</sup> OF JUNE, 2022.

CERTIFY, INC.

DocuSigned by:  
By Adriana Carpenter  
Name: Adriana Carpenter  
Title: CFO

**EXHIBIT A**

**BOARD RESOLUTIONS**

WHEREAS, the Board of Directors of Certify, Inc. (the "Corporation") hereby deems it advisable and in the best interest of the Corporation that ExpenseWatch, Inc., a Delaware corporation and wholly owned subsidiary of the Corporation ("ExpenseWatch"), be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "ExpenseWatch Merger"), so that the separate existence of ExpenseWatch shall cease as soon as the ExpenseWatch Merger shall become effective, and the Corporation shall continue as the surviving corporation.

NOW, THEREFORE, BE IT RESOLVED, that the ExpenseWatch Merger be, and hereby is, authorized and approved in all respects; and

FURTHER RESOLVED, that each share of capital stock of ExpenseWatch issued and outstanding immediately prior to the effectiveness of the ExpenseWatch Merger shall, by virtue of the ExpenseWatch Merger and without any further action on the part of the Corporation or ExpenseWatch, automatically be cancelled and retired; and

FURTHER RESOLVED, 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 the State of Delaware and pay any fees related to such filing; and

FURTHER RESOLVED, 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; to pay or cause to be paid all expenses; and 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.



# Delaware

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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:

"SPRINGAHEAD, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "CERTIFY, INC." UNDER THE NAME OF "CERTIFY, 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 JUNE, A.D. 2022, AT 7:04 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

5506139 8100M  
SR# 20222869063

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

Authentication: 203815150  
Date: 06-30-22

**TRADEMARK**  
**REEL: 007815 FRAME: 0033**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:04 PM 06/29/2022  
FILED 07:04 PM 06/29/2022  
SR 20222869063 - File Number 5506139

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**SPRINGAHEAD, INC.**  
**WITH AND INTO**  
**CERTIFY, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), CERTIFY, INC., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the merger (the "Merger") of SPRINGAHEAD, 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 June 27, 2022, which resolutions are attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State on the date hereof.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 27th OF JUNE, 2022.

CERTIFY, INC.

DocuSigned by:  
By Adriana Carpenter  
Name: Adriana Carpenter  
Title: CFO

**EXHIBIT A**

**BOARD RESOLUTIONS**

WHEREAS, the Board of Directors of Certify, Inc. (the "Corporation") deems it advisable and in the best interest of the Corporation that SpringAhead, Inc., a Delaware corporation and wholly owned subsidiary of the Corporation ("SpringAhead"), be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "SpringAhead Merger"), so that the separate existence of SpringAhead shall cease as soon as the SpringAhead Merger shall become effective, and the Corporation shall continue as the surviving corporation.

NOW, THEREFORE, BE IT RESOLVED, that the SpringAhead Merger be, and hereby is, authorized and approved in all respects; and

FURTHER RESOLVED, that each share of capital stock of SpringAhead issued and outstanding immediately prior to the effectiveness of the SpringAhead Merger shall, by virtue of the SpringAhead Merger and without any further action on the part of the Corporation or SpringAhead, automatically be cancelled and retired; and

FURTHER RESOLVED, 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 the State of Delaware and pay any fees related to such filing; and

FURTHER RESOLVED, 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; to pay or cause to be paid all expenses; and 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.