

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM773130

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	02/09/2021

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
INSU II Merger Sub Corp.		02/09/2021	Corporation: DELAWARE
MetroMile, Inc.		02/09/2021	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
MetroMile, Inc.	02/09/2021	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Metromile Operating Company
Street Address:	425 Market Street #700
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4727687	M
Registration Number:	5612824	AVA
Registration Number:	5777235	
Registration Number:	4306724	METROMILE
Registration Number:	4738590	METROMILE
Registration Number:	5023761	METROMILE PULSE
Serial Number:	90169342	RIDE ALONG

CORRESPONDENCE DATA

Fax Number: 3172317433

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: 3172361313

Email: dwong@btlaw.com

OP \$190.00 4727687

Correspondent Name: David A.W. Wong
Address Line 1: 11 South Meridian Street
Address Line 4: Indianapolis, INDIANA 46204-3535

NAME OF SUBMITTER: David A.W. Wong

SIGNATURE: /dwong/

DATE SIGNED: 12/09/2022

Total Attachments: 5

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Delaware

The First State

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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:

"INSU II MERGER SUB CORP.", A DELAWARE CORPORATION,
WITH AND INTO "METROMILE, INC." UNDER THE NAME OF "METROMILE OPERATING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE NINTH DAY OF FEBRUARY, A.D. 2021, AT 11:30 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4924343 8100M
SR# 20210382767

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

Authentication: 202470984
Date: 02-09-21

TRADEMARK
REEL: 007913 FRAME: 0599

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 02/09/2021
FILED 11:30 AM 02/09/2021
SR 20210382767 - File Number 4924343

**CERTIFICATE OF MERGER
OF
INSU II MERGER SUB CORP.
(a Delaware corporation)
WITH AND INTO
METROMILE, INC.
(a Delaware corporation)**

February 9, 2021

*In accordance with the provisions of Section 251
of the General Corporation Law of the State of Delaware*

MetroMile, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, desiring to merge INSU II Merger Sub Corp., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, with and into itself, pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), does hereby certify as follows:

FIRST: The names and states of incorporation of each constituent corporation of the merger (the "Merger") are as follows: (i) INSU II Merger Sub Corp., a Delaware corporation ("Merger Sub") and (ii) MetroMile, Inc., a Delaware corporation ("Metromile").

SECOND: An Agreement and Plan of Merger and Reorganization, as amended (the "Merger Agreement"), dated as of November 24, 2020, by and among Merger Sub, INSU Acquisition Corp. II, a Delaware corporation, and Metromile, has been approved, adopted, certified, executed and acknowledged by each constituent corporation, in accordance with Section 251 of the DGCL.

THIRD: Metromile shall be the surviving corporation (the "Surviving Corporation") in the Merger, which will continue its existence as the Surviving Corporation under the name "Metromile Operating Company" upon the effectiveness of the Merger in accordance with Section 251 of the DGCL and Section 103 of the DGCL (the "Effective Time").

FOURTH: Upon the Effective Time, the certificate of incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be amended in its entirety to read as set forth on Exhibit A attached hereto and, as so amended shall be the Certificate of Incorporation of the Surviving Corporation at (and with effect from and after) the Effective Time until further amended pursuant to the DGCL.

FIFTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation, 425 Market Street #700, San Francisco, CA 94111.

**TRADEMARK
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SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger, and the Merger provided for herein, will become effective at such time as this Certificate of Merger is duly filed and accepted by the Secretary of State of the State of Delaware in accordance with the DGCL.

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate
of Merger to be executed as of the date first written above.

METROMILE, INC.,
a Delaware corporation

By: Dan Preston
Name: Dan Preston
Its: Chief Executive Officer

Exhibit A

**ELEVENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
METROMILE OPERATING COMPANY**

FIRST: The name of the corporation (the "Corporation") is Metromile Operating Company.

SECOND: The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street – Corporation Trust Center, City of Wilmington, County of New Castle, 19801. The name of its registered agent in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage, directly or indirectly, in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total authorized capital stock of the Corporation shall be 5,000 shares of common stock, \$0.001 par value per share.

FIFTH: The business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation (the "Board of Directors") except as otherwise provided by law. The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the By-Laws of the Corporation (the "By-Laws"). Election of directors need not be by written ballot unless the By-Laws shall so provide.

SIXTH: The Board of Directors may make, alter or repeal the By-Laws except as otherwise provided in the By-Laws adopted by the Corporation's stockholders.

SEVENTH: The liability of the directors for monetary damages shall be eliminated to the fullest extent permitted by applicable law.

To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article SEVENTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Company shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

Any repeal or modification of this Article SEVENTH shall only be prospective and shall not affect the rights or protections or increase the liability of any director under this Article SEVENTH in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein upon the Corporation's stockholders, directors and officers are granted subject to this reservation.

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