

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM774963

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	01/12/2021

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FACTOR SYSTEMS, INC.		01/12/2021	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
BT MERGER SUB II, LLC	01/12/2021	Limited Liability Company: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	FACTOR SYSTEMS, LLC
Street Address:	1009 Lenox Drive
Internal Address:	Suite 101
City:	Lawrenceville
State/Country:	NEW JERSEY
Postal Code:	08648
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	6262688	SECOND PHASE
Registration Number:	6017467	BILLTRUST
Registration Number:	6017469	
Registration Number:	5674011	INVOICE CENTRAL
Registration Number:	5620845	CREDIT2B
Registration Number:	5252004	QUANTUM PAYMENT CYCLE MANAGEMENT
Registration Number:	4183134	INVOICENTRAL
Registration Number:	3397408	BILLTRUST
Registration Number:	2381119	OPEN SCAN
Registration Number:	2381135	

CORRESPONDENCE DATA

Fax Number: 2123108007

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent***TRADEMARK**

using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2123108000
Email: juan.arias@weil.com
Correspondent Name: Virginia Gordon
Address Line 1: Weil, Gotshal & Manges LLP
Address Line 2: 767 Fifth Avenue
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:	V. Gordon - 44114.0040
NAME OF SUBMITTER:	Virginia Gordon
SIGNATURE:	/Virginia Gordon/
DATE SIGNED:	12/16/2022

Total Attachments: 5

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Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FACTOR SYSTEMS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SEVENTH DAY OF OCTOBER, A.D. 2020, AT 6:29 O`CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "BT MERGER SUB II, LLC" TO "FACTOR SYSTEMS, LLC", FILED THE TWELFTH DAY OF JANUARY, A.D. 2021, AT 11:11 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "FACTOR SYSTEMS, LLC".




Jeffrey W. Bullock, Secretary of State

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SR# 20223904331

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

Authentication: 204746281
Date: 10-31-22

TRADEMARK
REEL: 007923 FRAME: 0919

CERTIFICATE OF FORMATION

OF

BT MERGER SUB II, LLC

This Certificate of Formation of BT Merger Sub II, LLC, has been duly executed and is being filed by Alexia Yang, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

1. Name. The name of the limited liability company is “BT Merger Sub II, LLC” (the “**LLC**”).
2. Address; Registered Office. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. Address; Registered Agent. The name and address of the registered agent for service of process on the LLC in the State of Delaware are The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 7th day of October, 2020.

/s/ Alexia Yang

Name: Alexia Yang
Title: Authorized Person

CERTIFICATE OF MERGER MERGING

FACTOR SYSTEMS, INC.
(a Delaware corporation)

WITH AND INTO

BT MERGER SUB II, LLC
(a Delaware limited liability company)

January 12, 2021

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the “DLLCA”) and Title 8, Section 264(c) of the General Corporation Law of Delaware (the “DGCL”), BT Merger Sub II, LLC, a Delaware limited liability company, does hereby certify that:

FIRST: The name and jurisdiction of formation or incorporation of each of the constituent entities in the Merger (as defined below) are as follows:

Factor Systems, Inc., a Delaware corporation (the “**Company**”), and

BT Merger Sub II, LLC, a Delaware limited liability company (“**Second Merger Sub**”).

SECOND: A Business Combination Agreement, dated as of October 18, 2020 (the “**Business Combination Agreement**”), by and among the Company, South Mountain Merger Corp., BT Merger Sub I, Inc., and Second Merger Sub, pursuant to which the Company will merge with and into Second Merger Sub (the “**Merger**”), has been approved, adopted, executed and acknowledged by each of the constituent entities in accordance with the provisions of Title 6, Section 18-209 (with the board of managers of Second Merger Sub acting by written consent in lieu of a meeting pursuant to Section 18-404(d) of the DLLCA) and in accordance with Title 8, Section 264(c) (with the stockholders of the Company acting by written consent in lieu of a meeting pursuant to the provisions of Title 8, Section 228 of the DGCL).

THIRD: Following the Merger, Second Merger Sub (the “**Surviving Entity**”) will continue its existence as the surviving entity and the separate corporate existence of the Company will cease. The name of the Surviving Entity will be Factor Systems, LLC.

FOURTH: At the effective time of the Merger, the certificate of formation of Second Merger Sub as in effect immediately prior to the Merger shall be the certificate of formation of the Surviving Entity except that such certificate of formation shall be amended to change the name of the Surviving Company such that the first paragraph of the certificate of formation of Second Merger Sub as in effect immediately prior to the effective time of the Merger shall be deleted in its entirety and replaced with the following:

“1. Name. The name of the limited liability company is Factor Systems, LLC (the “**LLC**”).”

FIFTH: The executed Business Combination Agreement is on file at the principal place of business of the Surviving Entity. The address of said principal place of business is 1009 Lenox Drive, Suite 101, Lawrenceville, New Jersey 08648.

SIXTH: An executed copy of the Business Combination Agreement will be furnished by the Surviving Entity on request and without cost to any member or stockholder, as applicable, of the Company or Second Merger Sub.

SEVENTH: The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Signature Page Follows]

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

BT MERGER SUB II, LLC

By: Flint Lane
Name: Flint Lane
Title: Chief Executive Officer

[Signature Page to Certificate of Merger II]