

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

Assignment ID: TMI124245

| | | | |
|---|-------------------------------|---|----------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 02/01/2022 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| RCG ACQUISITION ILLINOIS, LLC | | 02/01/2022 | Limited Liability Company: TEXAS |
| RECEIVING PARTY DATA | | | |
| Company Name: | Rimkus Consulting Group, Inc. | | |
| Street Address: | 12140 Wickchester Ln Ste 300 | | |
| City: | Houston | | |
| State/Country: | TEXAS | | |
| Postal Code: | 77079 | | |
| Entity Type: | Corporation: TEXAS | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5059404 | EXPERTS YOU NEED. DEPENDABILITY YOU WANT. | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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> | | | |
| Phone: | 3128622200 | | |
| Email: | noreen.gosselin@kirkland.com | | |
| Correspondent Name: | Noreen Gosselin | | |
| Address Line 1: | Kirkland & Ellis LLP | | |
| Address Line 2: | 300 North LaSalle | | |
| Address Line 4: | CHICAGO, ILLINOIS 60654 | | |
| ATTORNEY DOCKET NUMBER: | 22783-231 | | |
| NAME OF SUBMITTER: | Noreen Gosselin | | |
| SIGNATURE: | Noreen Gosselin | | |
| DATE SIGNED: | 03/27/2024 | | |
| Total Attachments: 7 | | | |
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Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

RCG Acquisition Illinois, LLC
Domestic Limited Liability Company (LLC)
[File Number: 803531757]

Into

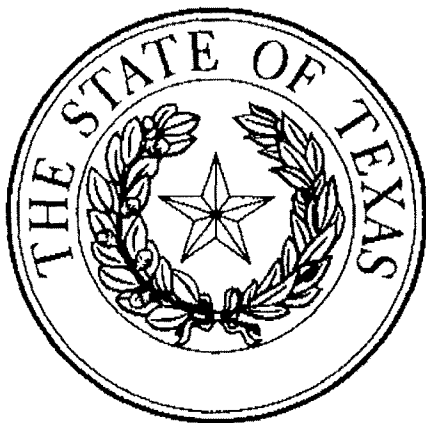
RIMKUS CONSULTING GROUP, INC.
Domestic For-Profit Corporation
[File Number: 74961300]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 02/01/2022

Effective: 02/01/2022



A handwritten signature in black ink, appearing to read "John B. Scott".

John B. Scott
Secretary of State

Form 623**(Revised 12/15)**

Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709

Filing Fee: see instructions

**Parent-Subsidiary
 Certificate of Merger
 Business Organizations Code**

This space reserved for office use.

FILED
 In the Office of the
 Secretary of State of Texas

FEB 01 2022**Corporations Section****Parties to the Merger**

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Rimkus Consulting Group, Inc.

Name of Organization

The organization is a For Profit Corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

Tx. United States of America The file number, if any, is 0074961300
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

Subsidiary 1

RCG Acquisition Illinois, LLC

Name of Organization

The organization is a: Limited Liability Company It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

Tx. United States of America The file number, if any, is 8035531757
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

| <i>Number of ownership interests outstanding</i> | <i>Class</i> | <i>Series</i> | <i>Number owned by parent</i> | <i>Percentage Owned</i> |
|--|--------------|---------------|-------------------------------|-------------------------|
| N/A | Membership | N/A | N/A | 100% |

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 2

Name of Organization

The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

TRADEMARK
REEL: 008381 FRAME: 0678

The file number, if any, is: _____
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

Name of Organization
The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is: _____
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 1/31/2022
mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization I Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Effectiveness of Filing (Select either A, B, or C.)

A. [X] This document becomes effective when the document is accepted and filed by the secretary of state.

B. [] This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. [] This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Text Area

[Empty text area box]

Tax Certificate

[] Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

[X] In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: 1/31/2022

Rimkus Consulting Group, Inc. Parent Organization Name

David M. Burdick Signature of authorized person (see instructions)

David M. Burdick, Chief Financial Officer Printed or typed name of authorized person

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF RIMKUS CONSULTING GROUP, INC.**

January 31, 2022

The undersigned, being all of the members of the board of directors (the “*Board*”) of Rimkus Consulting Group, Inc., a Texas corporation (the “*Company*”), do hereby consent to, adopt, and approve, by written consent pursuant to the Company’s governing documents, the following resolutions:

WHEREAS, in accordance with and pursuant to Chapter 10, Section 10.006 of the Texas Business Organizations Code (the “*TBOC*”), the Company seeks to enter into several merger transactions with several of its wholly-owned subsidiaries, the result of which would be that such wholly-owned subsidiaries would terminate and dissolve and would no longer exist;

WHEREAS, in accordance with and pursuant to Chapter 10, Section 10.006 of the TBOC, the Company desires to enter into that certain Certificate of Merger by and between the Company and RCG Acquisition Illinois, LLC, a Texas limited liability company (“*Illinois*”) that is a wholly-owned subsidiary of the Company (the “*Illinois Certificate of Merger*”), pursuant to which the Company will merge with and into Illinois and after which the Company shall remain the surviving company and Illinois will terminate and dissolve (the “*Illinois Merger*”);

WHEREAS, in accordance with and pursuant to Chapter 10, Section 10.006 of the TBOC, the Company desires to enter into that certain Certificate of Merger by and between the Company and RCG Acquisition Carolina, LLC, a Texas limited liability company (“*Carolina*”) that is a wholly-owned subsidiary of the Company (the “*Carolina Certificate of Merger*”), pursuant to which the Company will merge with and into Carolina and after which the Company shall remain the surviving company and Carolina will terminate and dissolve (the “*Carolina Merger*”);

WHEREAS, in accordance with and pursuant to Chapter 10, Section 10.006 of the TBOC, the Company desires to enter into that certain Certificate of Merger by and between the Company and RCG Acquisition Michigan, LLC, a Texas limited liability company (“*Michigan*”) that is a wholly-owned subsidiary of the Company (the “*Michigan Certificate of Merger*”), pursuant to which the Company will merge with and into Michigan and after which the Company shall remain the surviving company and Michigan will terminate and dissolve (the “*Michigan Merger*”); and

WHEREAS, the Board hereby seeks to approve and adopt the form, terms, provisions, and conditions of the Illinois Certificate of Merger, the Carolina Certificate of Merger, and the Michigan Certificate of Merger (together, the “*Certificates of Merger*”) and hereby seeks to resolve and approve the Illinois Merger, the Carolina Merger, and the Michigan Merger (together the “*Mergers*”), and further seeks to determine and resolve that each of the Mergers are fair, advisable, and in the best interests of the Company and the Board.

NOW, THEREFORE, LET IT BE RESOLVED, that the Board does hereby approve and adopt the form, terms, provisions, and conditions of each of the Certificates of Merger, including all exhibits and schedules attached thereto; and does hereby consent to and ratify the execution, delivery, and performance of each of the Certificates of Merger (including all exhibits

and schedules attached thereto); and does hereby consent to each of the Mergers; and does hereby determine and resolve that each of the Mergers are fair, advisable, and in the best interests of the Company and the Board;

RESOLVED FURTHER, that President, Chairman, Chief Executive Officer, Chief Financial Officer and any other duly authorized officer of the Company (each such person, an "*Authorized Officer*") be, and each of them hereby is, authorized and empowered to prepare, execute, and file such governmental filings as may be necessary or required by law in connection with the Mergers, including, but not limited to, the filing of the Certificates of Merger with the Secretary of State of Texas;

RESOLVED FURTHER, that the Authorized Officers, any one of whom may act without the joinder of any of the others, are each hereby severally authorized, in the name of and on behalf of the Company, to take all such further action and to negotiate, execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duly attested by the Secretary or its designee; to pay or cause to be paid all expenses; 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 resolution;

RESOLVED FURTHER, that any and all actions heretofore taken by any Authorized Officer in connection with or otherwise in contemplation or furtherance of the matters authorized or contemplated by the foregoing resolutions be, and the same hereby are, ratified, affirmed, and approved;

RESOLVED FURTHER, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions 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; and

RESOLVED FURTHER, that this written consent shall have the same force and effect as a formal meeting of the Board for all purposes.

The undersigned directs the Secretary of the Company to file an executed copy of this written consent with the minutes of the proceedings of the Board.

This written consent may be signed or otherwise transmitted electronically, and each such copy shall be deemed an original.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the date first set forth above.

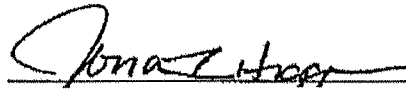
BOARD OF DIRECTORS:



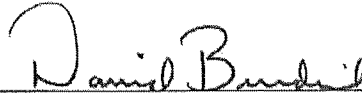
Curtis R. Brown



Robert P. Kocher



Jonathan Higgins



David Burdick



Peter Laino



Stephen Marquardt