

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ground Truth, Inc.		07/01/2011	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Ground Truth, Inc.		
Street Address:	999 Third Avenue, Suite 4250		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98104-4019		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77910803	TRUE VIEW	
Serial Number:	85253405	AD SHAPING	
CORRESPONDENCE DATA			
Fax Number:	(650)857-0663		
Phone:	1-650-843-5000		
Email:	trademarks@cooley.com, mgutknecht@cooley.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Anne H. Peck		
Address Line 1:	777 6th Street, NW, Suite 20001		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20001		
ATTORNEY DOCKET NUMBER:	312476-20000		
NAME OF SUBMITTER:	Mary Gutknecht, Senior Paralegal		

CH \$65.00 77910803

900208410

**TRADEMARK
 REEL: 004669 FRAME: 0459**

Signature:	/Mary Gutknecht/
Date:	12/01/2011
Total Attachments: 3 source=GROUND TRUTH washington merger with GROUND TRUTH delaware#page1.tif source=GROUND TRUTH washington merger with GROUND TRUTH delaware#page2.tif source=GROUND TRUTH washington merger with GROUND TRUTH delaware#page3.tif	

Delaware

PAGE 1

The First State

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:

"GROUND TRUTH, INC.", A WASHINGTON CORPORATION,
WITH AND INTO "GROUND TRUTH, INC." UNDER THE NAME OF "GROUND TRUTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 2011, AT 12:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2011, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4993606 8100M

110786292



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8878176

DATE: 07-01-11

TRADEMARK
REEL: 004669 FRAME: 0461

**CERTIFICATE OF MERGER
OF
GROUND TRUTH, INC.
WITH AND INTO
GROUND TRUTH, INC.
(Under Section 252 of the Delaware General Corporation Law)**

Ground Truth, Inc., a Delaware corporation, does hereby certify to the following facts relating to the merger of Ground Truth, Inc., a Washington corporation, with and into Ground Truth, Inc. (the "*Merger*"):

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger are:

(a) Ground Truth, Inc., a Washington corporation (the "*Disappearing Corporation*"); and

(b) Ground Truth, Inc., a Delaware corporation (the "*Surviving Corporation*" or "*Ground Truth-DE*").

SECOND: An Agreement and Plan of Merger dated as of June 30, 2011 (the "*Merger Agreement*"), by and between the constituent corporations, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the Delaware General Corporation Law (the "*DGCL*").

THIRD: The name of the surviving corporation is Ground Truth, Inc., which will continue its existence under its current name upon the effective date of the Merger as a Delaware corporation.

FOURTH: The Certificate of Incorporation of the Ground Truth-DE shall be amended and restated in its entirety as set forth on Exhibit A hereto, until further amended pursuant to the provisions of the DGCL.

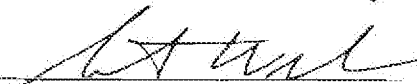
FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation. The principal place of business of the Surviving Corporation is: 999 Third Avenue, Suite 4250, Seattle, WA 98104.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the constituent corporations.

SEVENTH: This Certificate of Merger and the Merger provided for herein between the constituent corporations shall be effective at 1:30 p.m. Wilmington, DE local time on July 1, 2011.

IN WITNESS WHEREOF, this Certificate of Merger has been signed on behalf of the surviving corporation to the Merger by a duly authorized officer on the 1st day of July, 2011.

GROUND TRUTH, INC.

By: 

Name: Sterling Wilson

Title: Chief Executive Officer