

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	DRILLTEAM MARKETING, INC.		12/30/2011
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	POWERED, INC.		
Street Address:	206 East 9th Street		
Internal Address:	14th Floor		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3611087	DRILLTEAM
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	PTOmail@annakuhnlaw.com		
Correspondent Name:	Anna Kuhn		
Address Line 1:	4805 Crestway Drive		
Address Line 4:	Austin, TEXAS 78731		
NAME OF SUBMITTER:	Anna Kuhn, Trademark Attorney		
Signature:	/Anna Kuhn/		
Date:	02/05/2013		

OP \$40.00 3611087

Total Attachments: 4

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Delaware

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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 OWNERSHIP, WHICH MERGES:

"DRILLTEAM MARKETING, INC.", A DELAWARE CORPORATION, WITH AND INTO "POWERED, INC." UNDER THE NAME OF "POWERED, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2011, AT 11:09 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:55 O'CLOCK P.M.


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

3048550 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9267093

DATE: 01-03-12

TRADEMARK
REEL: 004956 FRAME: 0119

CERTIFICATE OF OWNERSHIP AND MERGER
OF
Drillteam Marketing, Inc.
(a Delaware corporation),
WITH AND INTO
Powered, Inc.
(a Delaware corporation)

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

Powered, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "*Company*"),

DOES HEREBY CERTIFY:

FIRST: That the Company is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns One Hundred Percent (100%) of the outstanding shares of the capital stock of Drillteam Marketing, Inc., a corporation incorporated on the 11th day of December, 2009 pursuant to the provisions of the General Corporation Law of the State of Delaware ("*Subsidiary*").

THIRD: That the Company, pursuant to the following resolutions duly adopted by the Board of Directors of the Company by unanimous consent on December 28, 2011, filed with the minutes of the Board of Directors of the Company, determined to merge Subsidiary with and into the Company, on the terms and conditions set forth in such resolutions:

WHEREAS, the Company lawfully owns One Hundred Percent (100%) of the outstanding shares of the capital stock of Drillteam Marketing, Inc., a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware ("*Drillteam*"); and

WHEREAS, the Company desires to merge Drillteam with and into the Company and to assume all of the Drillteam's liabilities, obligations and assets;

NOW, THEREFORE, BE IT

RESOLVED, that the Company merge Drillteam with and into the Company and assume all of Drillteam's liabilities, obligations and assets; and further

RESOLVED, that the Chief Executive Officer or the President of the Company be, and each hereby is, authorized, directed and empowered to execute and deliver a Certificate of Ownership and Merger, and the Secretary or Assistant Secretary of the Company be, and each hereby is, authorized, directed and empowered to acknowledge such Certificate of Ownership and Merger, setting forth a copy of the resolution to merge Drillteam with and into the Company, effective as of 11:55 p.m. on December 31, 2011, and to assume the liabilities, obligations and assets of Drillteam, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the office of the Recorder of Deeds of the County of New Castle, and elsewhere as may be required by law; and further

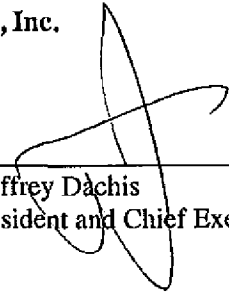
RESOLVED, that the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

FOURTH: The merger of Subsidiary with and into the Company shall be effective as of 11:55 p.m. on December 31, 2011.

Signature page follows

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed and delivered by its President and Chief Executive Officer this 30 day of December, 2011.

Powered, Inc.

By: 
Name: Jeffrey Dachis
Title: President and Chief Executive Officer