

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM390980

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/02/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Capgemini U.S. LLC		07/01/2016	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Capgemini America, Inc.
Street Address:	623 Fifth Avenue
Internal Address:	33rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Corporation: NEW JERSEY

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3027251	CAPGEMINI GOVERNMENT SOLUTIONS
Registration Number:	3066767	OTACE
Registration Number:	2995259	ACCELERATED DELIVERY CENTRE
Registration Number:	2859258	ACCELERATED SOLUTIONS ENVIRONMENT
Registration Number:	2086946	ATAD
Registration Number:	2243899	GROWTHWORKS
Registration Number:	2648931	THE ART OF ACCELERATION
Registration Number:	2654027	DESIGN BY ACCEPTION

CORRESPONDENCE DATA

Fax Number: 2039056747

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: 2035574224

Email: klewertoff@ferdinandip.com

Correspondent Name: Katrin Lewertoff

Address Line 1: 129 Post Road East

Address Line 4: Westport, CONNECTICUT 06880

OP \$215.00 3027251

NAME OF SUBMITTER:	Katrin Lewertoff
SIGNATURE:	/KL/
DATE SIGNED:	07/11/2016
Total Attachments: 11 source=CAPGEMINI AMERICA INC DE Merger#page1.tif source=CAPGEMINI AMERICA INC DE Merger#page2.tif source=CAPGEMINI AMERICA INC DE Merger#page3.tif source=CAPGEMINI AMERICA INC DE Merger 2#page1.tif source=CAPGEMINI AMERICA INC DE Merger 2#page2.tif source=CAPGEMINI AMERICA INC DE Merger 2#page3.tif source=CAPGEMINI AMERICA INC DE Merger 2#page4.tif source=CAPGEMINI AMERICA INC DE Merger 2#page5.tif source=CAPGEMINI AMERICA INC DE Merger 2#page6.tif source=CAPGEMINI AMERICA INC DE Merger 2#page7.tif source=CAPGEMINI AMERICA INC DE Merger 2#page8.tif	

Delaware

The First State

Page 1

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:

"CAPGEMINI U.S. LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "CAPGEMINI AMERICA, INC." UNDER THE NAME OF "CAPGEMINI AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2016, AT 8:14 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SECOND DAY OF JULY, A.D. 2016.




Jeffrey W. Bullock, Secretary of State

6084103 8100M
SR# 20164743554

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

Authentication: 202598087
Date: 07-01-16

TRADEMARK
REEL: 005832 FRAME: 0789

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN CORPORATION**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First. The name of the surviving Corporation is Capgemini America, Inc., a Foreign Corporation.

Second. The jurisdiction in which this Corporation was formed is New Jersey.

Third. The name of the Limited Liability Company being merged into the Corporation is Capgemini U.S. LLC, a Delaware Limited Liability Company.

Fourth. The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Fifth. The name of the surviving foreign Corporation is Capgemini America, Inc.

Sixth. The merger is to become effective on July 2, 2016.

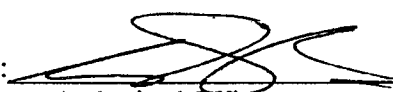
Seventh. An agreement of merger or consolidation is on file at a place of business of the surviving foreign Corporation and the address thereof is 623 Fifth Avenue, 33rd Floor, New York, NY 10022.

Eighth. A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

Ninth. The surviving foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company with is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is:

Capgemini
623 Fifth Avenue, 33rd Floor
New York, NY 10022

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be signed by its authorized officer, this 1st day of July, A.D., 2016.

By: 
Authorized Officer

Name: Tim Bridges, CEO
Print or type

FILED

JUL -1 2016

STATE TREASURER

**CERTIFICATE OF MERGER
OF
CAPGEMINI U.S. LLC
WITH AND INTO
CAPGEMINI AMERICA, INC.**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act and Titles 42:2B and 14A, Section 10-1 of the Business Corporation Act of New Jersey, the undersigned do hereby certify on behalf of Capgemini America, Inc. and Capgemini Applications Services LLC:

FIRST. The name of the constituent corporations are as follows:

Capgemini America, Inc., a New Jersey corporation ("CGA")

Capgemini U.S. LLC, a Delaware limited liability company ("CGUS")

SECOND. At the Effective Date (as defined below), CGUS shall be merged with and into CGA (the "Merger"). CGA shall survive the Merger and shall continue to be governed by the laws of the State of New Jersey, and the separate existence of CGUS shall cease forthwith upon the Effective Date.

THIRD. The approval by the sole member of CGUS of the Agreement and Plan of Merger setting forth the terms and conditions of the Merger, was obtained on July 1, 2016. The Agreement and Plan of Merger was approved by the Board of Directors of CGA on July 1, 2016 and no vote of the sole shareholder of CGA was required because of the applicability of Titles 42:2B and 14A, Section 10-3(4) of the Business Corporation Act of New Jersey. The applicable provisions of the laws of the State of Delaware (other than compliance with the recording and filing requirements thereof) have been complied with.

FOURTH. The merger is to become effective on July 2, 2016 ("Effective Date").

THIS CERTIFICATE OF MERGER may be signed in counterparts, and all such signed counterparts, when taken together, shall constitute one and the same document.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Merger as of the 1st day of July, 2016.

Capgemini America, Inc.

By: 

Name: Paul Hermelin

Title: Chairman

Capgemini U.S. LLC

By: 

Name: Tim Bridges

Title: Chief Executive Officer &
Chief Operating Officer

B-11026

AGREEMENT AND PLAN OF MERGER

MERGING

CAPGEMINI U.S. LLC

WITH AND INTO

CAPGEMINI AMERICA, INC.

Effective as of July 2, 2016

This AGREEMENT AND PLAN OF MERGER, dated as of July 2, 2016 (this "Agreement"), by and between Capgemini U.S. LLC, a Delaware limited liability company ("CGUS"), and Capgemini America, Inc., a New Jersey corporation ("CGA").

RECITALS

- A. CGUS was formed on March 7, 2000 and its sole member is CGA.
- B. CGA was formed on December 18, 1984 and its sole stockholder, holding 1,100 shares of Class B common stock, no par value per share, is Capgemini North America, Inc. ("CG North America").
- C. CGA, as the sole member of CGUS, has approved and adopted this Agreement and the transaction contemplated hereby in the manner required by the Certificate of Formation of CGUS, the Limited Liability Company Agreement of CGUS, and the Delaware Limited Liability Company Act (the "DLLCA").
- D. The Board of Directors of CGA has approved and adopted this Agreement and the transaction contemplated hereby in the manner required by the Certificate of Incorporation of CGA, the Bylaws of CGA and the New Jersey Business Corporation Act (the "NJBCA").

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements of the parties contained herein, the parties hereto agree as follows:

1. **MERGER.** At the Effective Date, as defined in paragraph number 2 below, CGUS shall be merged with and into CGA (the "Merger").
2. **EFFECTIVE DATE.** The Merger shall become effective on July 2, 2016 (the "Effective Date") on which a Certificate of Merger merging CGUS with and into CGA pursuant to Section 18-209 of the DLLCA and Titles 42:2B and 14A, Section 10-4.1 of the NJBCA shall have been filed with the Secretary of State of the State of Delaware and the State of New Jersey, respectively.
3. **SURVIVING ENTITY.** CGA shall survive the Merger and shall continue to be governed by the laws of the State of New Jersey, and the separate existence of CGUS shall cease forthwith upon the Effective Date.
4. **AUTHORIZED CAPITAL.** The authorized capital stock of CGA shall remain as prior to the Merger, unless and until the same shall be changed in accordance with the laws of the State of New Jersey.
5. **CERTIFICATE OF INCORPORATION.** The Certificate of Incorporation of CGA shall be the Certificate of Incorporation of CGA as in effect on the Effective Date, without change unless and until the same shall be amended or repealed in accordance with the provisions thereof and the law of the State of New Jersey, which power to amend or repeal is hereby expressly reserved.

6. **BYLAWS.** The Bylaws of CGA as they exist on the Effective Date shall be the Bylaws of CGA following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the law of the State of New Jersey.

7. **DIRECTORS AND OFFICERS.** The directors and officers of CGA as they exist on the Effective Date shall be the directors and officers of CGA following the Effective Date, and shall hold such directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of CGA.

8. **MEMBERSHIP INTERESTS; EFFECT OF MERGER ON CAPITAL STOCK OF CGA.** All membership interests of CGUS, whether issued or unissued, outstanding, or reacquired, shall be canceled as of the Effective Date without payment of any consideration therefore. The Merger shall have no effect on the issued and outstanding shares of capital stock of CGA.

9. **EFFECT OF MERGER.** On or after the Effective Date, CGA shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of CGUS; all debts due to CGUS on whatever account shall be vested in CGA; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of CGA as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in CGA shall not revert or in any way be impaired by reason of the Merger, but shall be vested in CGA, all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved and unimpaired, limited in lien to the property affected by such lien at the Effective Date of the Merger; all debts, liabilities, obligations and duties of the respective parties hereto shall thenceforth attach to CGA and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

10. **PRINCIPAL OFFICE/ REGISTERED AGENT.** From and after the Effective Date, the location of the principal office of CGA shall remain the same as the principal office of CGA prior to the Merger, and the name of its registered agent in New Jersey shall be that which is stated in the Certificate of Incorporation or Bylaws, as applicable, of CGA.

11. **FURTHER ASSURANCES.** On the Effective Date, the separate existence of CGUS shall cease, except that whenever a conveyance, assignment, transfer, deed or other instrument or act is necessary to vest property or rights in CGA, as the surviving entity, the officers or other authorized representatives of CGUS shall execute, acknowledge, and deliver those instruments and do those acts. For these purposes, the existence of CGUS and the authority of its respective officers, directors or other authorized representatives are continued notwithstanding the Merger. Notwithstanding the foregoing, after the Effective Date, CGA may execute and deliver such deeds, assignments, assurances and other documents and do all other things necessary or desirable to vest, perfect or confirm title to the property and rights of CGUS and otherwise carry out the purposes of the Merger in the name of CGUS or otherwise.

12. **TERMINATION**. At any time before the Effective Date, this Agreement may be terminated and the Merger abandoned by the mutual written consent of CGA and CGUS.


13. **GOVERNING LAW**. This Agreement shall be governed by and construed in accordance with the laws of the State of New Jersey, without respect to its conflict of laws provisions.

14. **COUNTERPARTS**. This Agreement may be executed in counterparts. The signatures of the parties who sign different counterparts of this Agreement or any of the instruments executed to effectuate the purposes of this Agreement shall have the same effect as if those parties had signed the same counterparts of this Agreement or any such instrument.

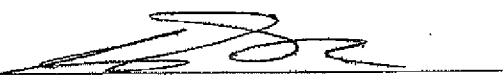
[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first written above.

CAPGEMINI U.S. LLC

By: 
Name: Richard Plessner
Title: Chief Financial Officer

CAPGEMINI AMERICA, INC.

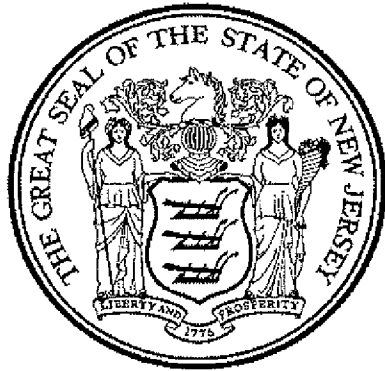
By: 
Name: Tim Bridges
Title: General Manager, Authorized Signatory

B-11024

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)
0100245598

CAPGEMINI AMERICA, INC.

I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office July 1, 2016
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.



Certificate Number: 138741417

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
1st day of July, 2016

Ford M Scudder
Acting State Treasurer