

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM553900

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/01/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Capgemini Cyber, Inc.		04/01/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Capgemini America, Inc.
Street Address:	79 Fifth Avenue
Internal Address:	3rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10003
Entity Type:	Corporation: NEW JERSEY

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	72342548	TELTONE
Registration Number:	5076405	INDUSTRIAL DEFENDER
Registration Number:	3620298	DEFENSE IN DEPTH
Registration Number:	4930754	INDUSTRIAL DEFENDER AUTOMATION SYSTEMS M
Registration Number:	4930753	INDUSTRIAL DEFENDER WORK AUTOMATION SUIT
Registration Number:	5043659	INDUSTRIAL DEFENDER FLEETVIEW
Registration Number:	4920871	INDUSTRIAL DEFENDER ASM
Registration Number:	4930448	INDUSTRIAL DEFENDER NIDS
Registration Number:	4930755	INDUSTRIAL DEFENDER ADVANCED SERVICES AP

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: 1221 Post Road East

Address Line 2: Suite 302

TRADEMARK

Address Line 4: Westport, CONNECTICUT 06880

NAME OF SUBMITTER: Katrin Lewertoff

SIGNATURE: /KL/

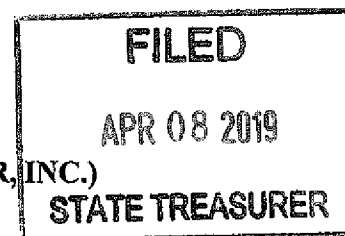
DATE SIGNED: 12/18/2019

Total Attachments: 10

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**CERTIFICATE OF MERGER
OF
CAPGEMINI CYBER, INC. (FKA LEIDOS CYBER, INC.)**

**WITH AND INTO
CAPGEMINI AMERICA, INC.**



Pursuant to Section 252 of Title 8 of the Delaware General Corporation Law and Title 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 Cyber, Inc. (formerly known as Leidos Cyber, Inc.):

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

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

Capgemini Cyber, Inc. (formerly known as Leidos Cyber, Inc.), a Delaware corporation ("CG Cyber")

SECOND. At the Effective Date (as defined below), CG Cyber 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 CG Cyber shall cease forthwith upon the Effective Date.

THIRD. The Agreement and Plan of Merger was approved by the Board of Directors of CG Cyber on April 1, 2019 and no vote of the sole shareholder of CG Cyber was required because of the applicability of Section 253(a) of Title 8 of the Delaware General Corporation Law. The Agreement and Plan of Merger was approved by the Board of Directors of CGA on April 1, 2019 and no vote of the sole shareholder of CGA was required because of the applicability of Title 14A, Sections 10-3(4) and 10-5.1 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 as of May 1, 2019 ("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 April, 2019.

CAPGEMINI AMERICA, INC.

By: 
Name: Paul Hermelin
Title: Chairman

**CAPGEMINI CYBER, INC. (FKA LEIDOS
CYBER, INC.)**

By: _____
Name: John Mullen
Title: President & Chairman

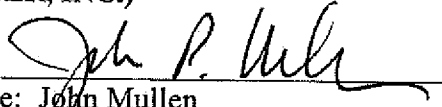
B-12017

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Merger as of the 1st day of April, 2019.

CAPGEMINI AMERICA, INC.

By: _____
Name: Paul Hermelin
Title: Chairman

**CAPGEMINI CYBER, INC. (FKA LEIDOS
CYBER, INC.)**

By: 
Name: John Mullen
Title: President & Chairman

B-12017

AGREEMENT AND PLAN OF MERGER

OF

CAPGEMINI CYBER, INC. (formerly known as LEIDOS CYBER, INC.)

WITH AND INTO

CAPGEMINI AMERICA, INC.

AGREEMENT AND PLAN OF MERGER, dated as of April 1, 2019 (this "Agreement"), by and between Capgemini Cyber, Inc. (formerly known as Leidos Cyber, Inc.), a Delaware corporation ("CG Cyber"), and Capgemini America, Inc., a New Jersey corporation ("CGA").

RECITALS

A. CG Cyber was formed on September 25, 2008 and its sole stockholder, holding 1,000 shares of common stock, \$.001 par value, 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. The Board of Directors CG Cyber has approved and adopted this Agreement and the transaction contemplated hereby in the manner required by the Certificate of Incorporation of CG Cyber, the Bylaws of CG Cyber, and the Delaware General Corporation Law ("DGCL). No vote of the shareholder of CG Cyber was required because of the applicability of Title 8, Section 253(a) of the DGCL.

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"). No vote of the shareholder of CGA was required because of the applicability of Title 14A, Sections 10-3(4) and 14A:10-5.1 of 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, CG Cyber shall be merged with and into CGA (the "Merger").

2. **EFFECTIVE DATE.** The Merger shall become effective on May 1, 2019 (the "Effective Date") on which a Certificate of Merger merging CG Cyber with and into CGA pursuant to Section 253 of Title 8 of the DGCL and Title 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.

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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 CG Cyber 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. **SHARES; EFFECT OF MERGER ON CAPITAL STOCK OF CGA.** All shares of CG Cyber, 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 farther 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 CG Cyber; all debts due to CG Cyber 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 Time 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**. 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 CG Cyber and otherwise carry out the purposes of the Merger in the name of CG Cyber 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 CG Cyber.

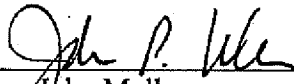
13. **GOVERNING LAW**. This Agreement shall be governed by and construed in accordance with the laws of the State of New Jersey, without respect to its conflict of laws provisions.

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.

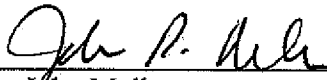
[SIGNATURE PAGE TO FOLLOW]

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

CAPGEMINI AMERICA, INC.

By: 
Name: John Mullen
Title: General Manager, Authorized Signatory

**CAPGEMINI CYBER, INC. (FKA
LEIDOS CYBER, INC.)**

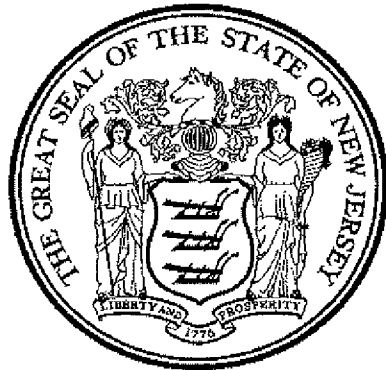
By: 
Name: John Mullen
Title: Chairman and President

B-12013

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 April 8th, 2019
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.*



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
9th day of April, 2019*

A handwritten signature in black ink, appearing to read "Elizabeth Maher Muoio".

*Elizabeth Maher Muoio
State Treasurer*

Certificate Number: 141314233

Verify this certificate online at

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

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 CYBER, INC.", A DELAWARE CORPORATION,
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 EIGHTH DAY OF APRIL, A.D. 2019, AT 2:39 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 MAY, A.D. 2019.

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




Jeffrey W. Bullock, Secretary of State

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SR# 20192644588

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

Authentication: 202613932
Date: 04-10-19

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