

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM668572

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	10/14/2020
RESUBMIT DOCUMENT ID:	900625488

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CS Merger Sub, Inc.		10/14/2020	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
CuriosityStream Inc.	10/14/2020	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	CuriosityStream Operating Inc.
Street Address:	8484 Georgia Ave., Suite 700
City:	Silver Springs
State/Country:	MARYLAND
Postal Code:	20910
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	88717646	CURIOSITY EDUCATION
Serial Number:	90099665	CURIOSITY VR
Serial Number:	90099668	CURIOSITYSTREAM VR
Serial Number:	88258474	TIMELINE MILESTONES IN CIVILIZATION
Registration Number:	4045893	CURIOSITY
Registration Number:	6092193	CURIOSITY
Registration Number:	4049944	CURIOSITY
Registration Number:	6159288	CURIOSITY CHANNEL
Registration Number:	4882012	CURIOSITY CLUB
Registration Number:	5019375	CURIOSITY RETREATS DIVE DEEP
Registration Number:	4921299	CURIOSITY STUDIOS
Registration Number:	5381346	CURIOSITYSTREAM
Registration Number:	5341076	CURIOSITYSTREAM DIVE DEEP

Property Type	Number	Word Mark
Registration Number:	4921486	DESTINATION PLUTO
Registration Number:	5346601	FOR THE INCURABLY CURIOUS
Registration Number:	5559243	THE WORLD IN 4K

CORRESPONDENCE DATA

Fax Number: 2136297401

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: 213-443-7671

Email: TMDocket@arentfox.com

Correspondent Name: Anthony Peluso c/o Arent Fox LLP

Address Line 1: 555 West Fifth Street, 48th Floor

Address Line 4: Los Angeles, CALIFORNIA 90013

ATTORNEY DOCKET NUMBER: 026155.00002

NAME OF SUBMITTER: Anthony D. Peluso

SIGNATURE: /adpeluso/

DATE SIGNED: 08/18/2021

Total Attachments: 7

source=Certificate of Merger - Name Change to CuriosityStream Operating Inc_#page1.tif

source=Certificate of Merger - Name Change to CuriosityStream Operating Inc_#page2.tif

source=Certificate of Merger - Name Change to CuriosityStream Operating Inc_#page3.tif

source=Certificate of Merger - Name Change to CuriosityStream Operating Inc_#page4.tif

source=Certificate of Merger - Name Change to CuriosityStream Operating Inc_#page5.tif

source=Certificate of Merger - Name Change to CuriosityStream Operating Inc_#page6.tif

source=Certificate of Merger - Name Change to CuriosityStream Operating Inc_#page7.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:

"CS MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CURIOSITYSTREAM INC." UNDER THE NAME OF
"CURIOSITYSTREAM OPERATING INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D.
2020, AT 11:23 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4558286 8100M
SR# 20207816962

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

Authentication: 203858602
Date: 10-14-20

TRADEMARK
REEL: 007388 FRAME: 0932

CERTIFICATE OF MERGER

MERGING

**CS MERGER SUB, INC.
A DELAWARE CORPORATION**

WITH AND INTO

**CURIOSITYSTREAM INC.
A DELAWARE CORPORATION**

Pursuant to Title 8, Section 251 of the General Corporation Law of the State of Delaware

CuriosityStream Inc., a Delaware corporation (the “**Company**”), does hereby certify the following information relating to the merger of CS Merger Sub, Inc., a Delaware corporation (“**Merger Sub**”), with and into the Company (the “**Merger**”):

FIRST: The Company and Merger Sub are the constituent corporations, and each is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger dated as of August 10, 2020 (the “**Merger Agreement**”), by and among the Company, Software Acquisition Group Inc., a Delaware corporation (“**Parent**”), Merger Sub, a wholly owned subsidiary of Parent, and Hendricks Factual Media LLC, a Delaware limited liability company, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 228 and Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The Company shall be the surviving corporation in the Merger. The name of the surviving corporation shall be amended to “CuriosityStream Operating Inc.”

FOURTH: Upon the effectiveness of the filing of this Certificate of Merger, the certificate of incorporation of the surviving corporation shall be amended and restated to read in its entirety as set forth in Exhibit A hereto until thereafter amended in accordance with applicable law and such certificate of incorporation.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the surviving corporation at the following address:

CuriosityStream Inc.
8484 Georgia Ave., Suite 700
Silver Spring, MD 20910

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

SEVENTH: The Merger shall become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed in its corporate name as of October 14, 2020.

CURIOSITYSTREAM INC

By: 

Name: Chris Stinchcomb

Title: CEO

Exhibit A

Amended and Restated Certificate of Incorporation

of

CuriosityStream Operating Inc.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CURIOSITYSTREAM OPERATING INC.

ARTICLE ONE

The name of the corporation is CuriosityStream Operating Inc. (hereinafter called the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE FOUR

The total number of shares which the Corporation shall have the authority to issue is one thousand (1,000), all of which shall be shares of common stock, with a par value of one cent (\$0.001) per share.

ARTICLE FIVE

The board of directors shall have the power to adopt, amend or repeal by-laws of the Corporation (the "By-laws"), except as may be otherwise be provided in the By-laws.

ARTICLE SIX

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

ARTICLE SEVEN

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree

to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders, or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

ARTICLE EIGHT

The Corporation hereby eliminates, to the fullest extent permitted by law the personal liability of any person who serves as a director of the Corporation to the Corporation and/or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that if in the future the DGCL is amended or modified (including, but not limited to, Section 102(b)(7)) to permit the elimination of the personal liability of a director of the Corporation to a greater extent than contemplated above, then the provisions of this Article Eight shall be deemed to be automatically amended to provide for the elimination of the personal liability of the directors of the Corporation to such greater extent. This Article Eight shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article Eight becomes effective.

ARTICLE NINE

To the fullest extent permitted by the DGCL, no director of the Corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the DGCL is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Neither any amendment nor repeal of this Article Nine, nor the adoption of any provision of this certificate of incorporation inconsistent with this Article Nine, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

ARTICLE TEN

The Corporation reserves the right to amend or repeal any provisions contained in this Amended and Restated Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders and directors are granted subject to such reservation.