

RE

BOX ASSIGNMENTS

06-10-2010

DO NOT USE FOR TRADEMARKS



HEET
'S ONLY



TO THE DIRECTOR OF THE U.S. F
SIR: PLEASE RECORD THE ATTA

103599315

OPY THEREOF.

6/4/10

1. NAME OF CONVEYING PARTY(IES) (ASSIGNOR(S)):

Networks in Motion, Inc.
6A Liberty, 2nd Floor
Aliso Viejo, CA 62656

ADDITIONAL NAME(S) OF CONVEYING PARTY(IES) ATTACHED? YES NO

2. PARTY(IES) (ASSIGNEE(S)) RECEIVING INTEREST:

NAME: **TeleCommunication Systems, Inc.**
ADDRESS: **275 West Street, Suite 400, Annapolis, Maryland 21401**

ADDITIONAL NAME(S) & ADDRESS(ES) ATTACHED? YES NO

3. NATURE OF CONVEYANCE (DOCUMENT):

(Submit herewith only one document for recordation – multiple copies of same Assignment signed by different inventors is one document.)

- ASSIGNMENT OF: WHOLE PART INTEREST
- CHANGE OF NAME VERIFIED TRANSLATION
- SECURITY MERGER OTHER:

EXEC. DATE: December 15, 2009

4. EXECUTION DATES(S) ON THE DECLARATION IF FILED HEREWITH:

(NOTE: IF DATES ↑↓ DIFFER, SEE ATTORNEY!!)

4.5 APPL. OR PATENT NUMBER(S) – OTHERS ON ADD'L SHEET(S) ATTACHED? YES NO

A. PAT. APP. NO.(S) series code/serial no.	MATTER #	1ST INVENTOR if not in item 1	B. PATENT NO(S)	MATTER #	1ST INVENTOR if not in item 1
12/484,091	20-360	SHEHA			

5. Name & Address of Party to Whom Correspondence
Concerning Document Should be Mailed:

MANELLI DENISON & SELTER PLLC
2000 M Street, NW, 7th Floor
Washington, DC 20036

6. NUMBER INVOLVED:
APPLNS 1 + PATS = TOTAL 1

7. AMOUNT OF FEE ENCLOSED: (Code 581)
ABOVE TOTAL X \$40 = \$40

5.5 ATTORNEY DOCKET:

8. IF ABOVE FEE IS MISSING OR INADEQUATE, CHARGE
INSUFFICIENCY TO DEPOSIT ACCOUNT NUMBER: 50-0687

20-360	20-360	UNDER ORDER NO: 20-360	20-360
MATTER NO.	CLIENT REFERENCE	duplicate sheet not required	CLIENT/MATTER

9. STATEMENT AND SIGNATURE: To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William H. Bollman

Attorney: William H. Bollman
Reg. No. 36,457
WHB

10. Total number of pages including this cover sheet, attachments and document (do not file duplicate cover sheet) **5**

TEL. (202) 261-1020

DATE: June 4, 2010
FAX. (202) 887-0336

FILE WITH PTO RETURN RECEIPT



05-06-2010

DEPARTMENT OF COMMERCE
Patent and Trademark Office



103596441

RECORDATION
PA1

To the Director of the U.S. Patent and Trademark Office

Record the attached documents or the new address(es) below.

5-3-10

1. Name of conveying party(ies)

Networks in Motion, Inc.
6A Liberty, 2nd Floor
Aliso Viejo, CA 62656

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: TeleCommunication Systems, Inc.

Internal Address: _____

Street Address: 275 West Street, Suite 400

City: Annapolis

State: MD

Country: USA

Zip 21401

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) _____

- Assignment
- Security Agreement
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____
- Merger
- Change of Name

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

12/484,091

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address to whom correspondence concerning document should be mailed:

Name: William H. Bollman

Internal Address: _____

Street Address: 2000 M Street, NW, 7th Floor

City: Washington

State: DC

Zip 20036

Phone Number: 202-261-1000

Fax Number: 202-887-0336

Email Address: bollman@mdslaw.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$40.00

- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

Deposit Account Number 50-0687

Authorized User Name William H. Bollman

9. Signature:

William H. Bollman
Signature

May 3, 2010

Date

William H. Bollman
Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

1

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

**CLOSING CERTIFICATE
OF NETWORKS IN MOTION, INC.**

December 15, 2009

Reference is made to that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 25, 2009, by and among TeleCommunication Systems, Inc., a Maryland corporation ("Parent"), Olympus Merger Sub Inc., a Delaware corporation and a wholly-owned subsidiary of Parent, Networks in Motion, Inc., a Delaware corporation (the "Company"), and G. Bradford Jones, as Stockholders' Representative [ADDRESS ASSIGNMENT?]. Capitalized terms used and not otherwise defined herein shall have the meaning ascribed to such terms in the Merger Agreement.

Pursuant to Section 6.2(h)(ii) of the Merger Agreement Agreement, the Company hereby certifies to Parent as follows:

1. The representations and warranties in Article III of the Merger Agreement (disregarding all "Material Adverse Effect" qualifications and other "materiality" qualifications contained in such representations and warranties except for with respect to the last sentence of Section 3.1 and Section 3.10(c)) are true and correct in all material respects as of the date hereof (except in each case to the extent such representations and warranties speak to an earlier date, in which case as of such early date) other than the representations and warranties in Section 3.1, 3.2, 3.3, 3.4 and 3.28, which are true and correct as written.

2. The Company has performed and complied in all material respects with all covenants and agreements required by the Merger Agreement to be performed or complied with by the Company on or prior to the date hereof.

3. As of the date hereof, no event or circumstance has occurred which has had, or would reasonably be expected to have, a Material Adverse Effect.

4. Each of the Agreements identified on Schedule 6.2 of the Merger Agreement has been terminated effective as of the Closing.

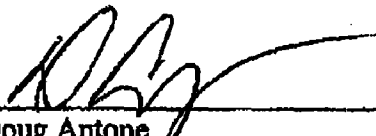
5. Holders of not more than 3% of the issued and outstanding Company Capital Stock as of the Closing (calculated on an as-converted, fully diluted basis (including all shares of Company Capital Stock that are subject to purchase upon exercise of all Company Options and Company Warrants and other instruments of the Company exercisable for or convertible into Company Capital Stock issued and outstanding immediately prior to the Effective Time)) have elected to, and continue to have contingent rights to, exercise appraisal rights or dissenters' rights under Delaware Law as to such shares.

(signature page follows)

IN WITNESS WHEREOF, the undersigned has duly executed this Closing Certificate as of the date first written above.

NETWORKS IN MOTION, INC.

By: _____



Doug Antone
President and Chief Executive Officer

TELECOMMUNICATION SYSTEMS, INC.

CLOSING CERTIFICATE

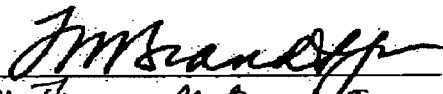
This Closing Certificate is delivered pursuant to Section 6.3(c) of the Agreement and Plan of Merger, dated as of November 25, 2009 (the "Agreement"), by and among TeleCommunication Systems, Inc., a Delaware corporation ("Parent"), Olympus Merger Sub Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Merger Sub"), Networks in Motion, Inc., and G. Bradford Jones, as Stockholders' Representative. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Agreement.

1. The representations and warranties in ARTICLE IV of the Agreement are true and correct in all material respects as of the date hereof (except in each case to the extent such representations and warranties speak to an earlier date, in which case as of such earlier date) (disregarding all "Material Adverse Effect" qualifications and other "materiality" qualifications contained in such representation and warranties).
2. Parent and Merger Sub have performed and complied in all material respects with all covenants and agreements required by the Agreement to be performed or complied with by it on or prior to the date hereof.

[Signature appears on next page]

IN WITNESS WHEREOF, the undersigned has executed this Closing Certificate as of this 5th day of December, 2009.

TELECOMMUNICATION SYSTEMS, INC.

By: 
Name: Thomas M. Brand, Jr.
Title: SVP & CEO