

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3753936

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/15/2009

CONVEYING PARTY DATA

Name	Execution Date
NETWORKS IN MOTION, INC.	12/15/2009

RECEIVING PARTY DATA

Name:	TELECOMMUNICATION SYSTEMS, INC.
Street Address:	275 WEST STREET
Internal Address:	SUITE 400
City:	ANNAPOLIS
State/Country:	MARYLAND
Postal Code:	21401

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	15052169

CORRESPONDENCE DATA**Fax Number:**

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: 410-295-1426
Email: bollman@mdslaw.com
Correspondent Name: TELECOMMUNICATION SYSTEMS, INC.
Address Line 1: 275 WEST STREET
Address Line 4: ANNAPOLIS, MARYLAND 21401

ATTORNEY DOCKET NUMBER:	40330
NAME OF SUBMITTER:	WILLIAM H. BOLLMAN
SIGNATURE:	/William H. Bollman/
DATE SIGNED:	02/24/2016

Total Attachments: 4

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**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.

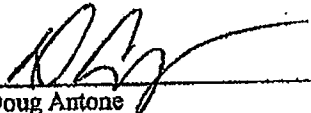
Pursuant to Section 6.2(h)(ii) of the Merger Agreement, the Company hereby certifies to Parent as follows:

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

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PATENT
REEL: 037815 FRAME: 0494

TELECOMMUNICATION SYSTEMS, INC.

CLOSING CERTIFICATE

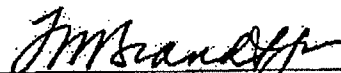
This Closing Certificate is delivered pursuant to Section 6.3(c) of the Agreement and Plan of Merger, dated as of November 25, 2009 (the "Agreement"), by and among TeleCommunication Systems, Inc., a Delaware corporation ("Parent"), Olympus Merger Sub Inc., a Delaware corporation and a wholly-owned subsidiary 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