

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT4090235

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	LIEN
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
TERADACT SOLUTIONS, INC.	03/16/2016
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	ARDMORE LAND & DEVELOPMENT, LLC
<b>Street Address:</b>	2830 NICHOLAS AVE
<b>City:</b>	ROANOKE
<b>State/Country:</b>	VIRGINIA
<b>Postal Code:</b>	24012
<b>PROPERTY NUMBERS Total: 8</b>	
<b>Property Type</b>	<b>Number</b>
Patent Number:	7269580
Patent Number:	7454399
Application Number:	11544685
Application Number:	12152763
Application Number:	12317371
Application Number:	12454561
Patent Number:	8452714
Application Number:	13331113
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(540)983-7711
<i>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.</i>	
<b>Phone:</b>	5409837611
<b>Email:</b>	mhertz@woodsrogers.com
<b>Correspondent Name:</b>	MICHAEL J HERTZ
<b>Address Line 1:</b>	10 SOUTH JEFFERSON STREET
<b>Address Line 2:</b>	SUITE 1400
<b>Address Line 4:</b>	ROANOKE, VIRGINIA 24011
<b>NAME OF SUBMITTER:</b>	MICHAEL J. HERTZ
<b>SIGNATURE:</b>	/Michael J. Hertz/
<b>DATE SIGNED:</b>	10/10/2016

PATENT

**Total Attachments: 10**

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Va. Code § 8.01-389 & 8.01-391  
U. S. Const. Art. IV, Sec. 1;  
28 U.S.C. § 1738

CITY OF ROANOKE, VIRGINIA, CIRCUIT COURT


Clerk's Attestation

I, Brenda S. Hamilton, the Clerk of this Court, attest that the annexed Amended Order for Ardmore Land and Development, LLC vs Teraduct Solutions Inc.

- is an official record of this Court in my custody.
- is a true, correct and complete copy of an official record of this Court in my custody. The annexed copy has been examined and compared with the original.

Given under my hand the seal of this Court on

May 13, 2016

  
 \_\_\_\_\_, Clerk  
 BRENDA S. HAMILTON

I, ~~Honorable William D. Broadhurst~~ a Judge of this Court, certify that the annexed copy described above is a true, correct and complete copy of an official record of this Court, that the above attestation of the duly qualified Clerk of this Court, who has the custody of the official record named above, is in proper form, and that the signature thereto is genuine.

May 13, 2016

  
 \_\_\_\_\_ Judge

**Clerks of Virginia Courts:** Only the Clerk's attestation is required when an original, official court record is transmitted to another Va. Court; if a copy is transmitted, the judge's certification must be added. When either an original record or copy is transmitted to a court outside Virginia, both attestation and certification are required.

**Clerks of Other Courts:** The above attestation, the affixing of the Court's seal, and the certificate meet the requirements of 28 U.S.C. § 1738, entitling the record so attested and certified to full faith and credit.

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VIRGINIA:

IN THE CIRCUIT COURT FOR THE CITY OF ROANOKE

PG000059 MAR23'16

ARDMORE LAND AND DEVELOPMENT, LLC )

Plaintiff )

v. )

TERADACT SOLUTIONS, INC. )

Defendant )

Case No. 15-0575

MAR23'16 PG000059

MAR23'16 AM11:57

988000091

**AMENDED FINAL ORDER**

On February 24, 2016, came the Plaintiff, by counsel, for a final hearing related to damages in this case. While no counsel has made an appearance to represent the Defendant since the prior withdrawal of prior counsel of record, permitted by order of this Court entered on December 17, 2015, Howard C. Hill, who represented himself to the Court at the hearing as general counsel for the Defendant, did appear at the February 24, 2016, hearing, but, not being licensed in the Commonwealth, did not participate therein.

Having heard the Plaintiff's evidence on damages and reviewed the prior pleadings and orders of this Court, the Court ORDERS and DECREES of follows:

1. Based on the Court's prior ruling, memorialized in an Order of this Court entered on December 30, 2015, Plaintiff is entitled to rescind a prior transaction with Defendant in which Plaintiff transferred a 10% non-dilutable ownership interest in Sunbright Land Company, LLC ("Sunbright"), to Defendant in return for what Defendant's president, Christopher Schrichte, falsely represented was a 10% non-dilutable ownership interest in Defendant (the "Ownership Swap"). By this Order, the Court ORDERS and DECREES that the 9.139% interest in Sunbright, currently held by Defendant as a result of the Ownership Swap, is hereby deemed returned to Plaintiff, which shall now have sole ownership of that 9.139% ownership interest in



Sunbright. Correspondingly, the purported 10% interest in Defendant that Plaintiff owned as a result of the Ownership Swap is hereby deemed returned to Defendant to the full extent previously transferred to Plaintiff, and the Defendant shall now have sole ownership of that ownership interest.

2. The Court further ORDERS and DECREES that Plaintiff is entitled to the recovery of \$136,000 in compensatory damages for that .034% portion of the Sunbright interest that Defendant cannot return to Plaintiff because of a prior sale to a third party.

3. The Court further ORDERS and DECREES that Plaintiff is entitled to \$175,000 in punitive damages for the admitted fraud perpetrated by Christopher Schrichte, the president of Defendant, which had been ratified by the Defendant.

4. Finally, the Court further ORDERS and DECREES that Plaintiff is entitled to recover \$22,473 in attorneys' fees and \$1,022.20 in incurred litigation expenses to compensate the Plaintiff for bringing this action to rescind the Ownership Swap based on the admitted fraud.

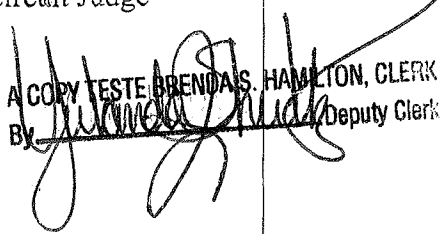
5. Interest on such total judgment of \$334,495.20 shall run at the judgment rate of 6% until paid.

6. The Clerk shall docket this order as one judgment for the aforesaid total judgment amount of \$334,495.20.

7. The Clerk of this Court is directed to send a certified copy of this Order to counsel for the Plaintiff and to Howard C. Hill, general counsel of Teradact Solutions, Inc., P. O. Box 60072, Washington, DC 20039.

ENTERED this 16<sup>th</sup> day of March, 2016.

  
Circuit Judge

A COPY TESTE BRENDA S. HAMILTON, CLERK  
By  Deputy Clerk

I ASK FOR THIS:

D. Stan Barnhill

D. Stan Barnhill (VSB#22978)  
Woods Rogers PLC  
10 South Jefferson Street, Suite 1400  
Wells Fargo Tower  
P. O. Box 14125  
Roanoke, VA 24038-4125  
Telephone: 540/983-7667; Facsimile: 540/983-7711

Counsel for Plaintiff Ardmore Land and  
Development, LLC

MAR23'16 PG000061

*UDF*

CIRCUIT COURT

Received Order From

WDB  CRW   
DBC  CND

PG0000052 MAR23'16

On MAR 16 2016

By *Janet Collier*  
Deputy Clerk  
City of Roanoke

Regarding the decree or order to which  
this stamp is affixed, I certify that on

March 22, 2016  
I delivered a certified copy to:

*D. Barnhill - H. Hill*  
*Janet Collier*  
Deputy Clerk Circuit Court, City of Roanoke


# 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 RESTATED CERTIFICATE OF "CELCORP, INC.", CHANGING ITS NAME FROM "CELCORP, INC." TO "TERADACT SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2010, AT 4:17 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

3306390 8100  
SR# 20165608219

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202920640  
Date: 08-31-16

**PATENT**  
**REEL: 040298 FRAME: 0870**



**FOURTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**TERADACT SOLUTIONS, INC.  
(FORMERLY KNOWN AS CELCORP, INC.)**

Pursuant to Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware (the "Delaware Law"), Howard C. Hill, Executive Vice President, General Counsel and Secretary of TeraDact Solutions, Inc. (formerly known as Celcorp, Inc.) (the "Corporation"), a corporation organized and existing under Delaware Law, does hereby certify:

I. He is the Executive Vice President, General Counsel and Secretary of the Corporation.

II. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on October 13, 2000.

III. The First Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 3, 2001.

IV. The Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 7, 2002.

V. The Third Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 26, 2004.

VI. The Fourth Amended and Restated Certificate of Incorporation of the Corporation has been duly approved and adopted by the Board of Directors of the Corporation and by written consent of the stockholders of the Corporation in accordance with the provisions of Section 242 and 245 of the Delaware Law and prompt written notice has been duly given pursuant to Section 228 of the Delaware Law to those stockholders who did not approve this Fourth Amended and Restated Certificate of Incorporation by written consent.

VII. The Certificate of Incorporation of the Corporation is hereby amended and restated entirely as follows:

FIRST: The name of the Corporation is TeraDact Solutions, Inc.

SECOND: The registered office of the Corporation in the State of Delaware shall be located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent shall be The Corporation Trust Company.

THIRD: The purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of capital stock that the Corporation has authority to issue is two hundred fifty (250), divided between Preferred Stock and Common Stock as follows:

A. Preferred Stock.

1. Number of Shares of Preferred Stock. The Corporation shall have the authority to issue up to fifty (50) shares of Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"). Upon filing of this Fourth Amended and Restated Certificate of Incorporation, every four hundred thousand (400,000) shares of issued and outstanding Preferred Stock shall, automatically and without need for any further action, be combined into one (1) share of Preferred Stock.

2. Designation of Series of Preferred Stock. The Board of Directors of the Corporation is hereby authorized to authorize, designate, issue, sell and/or otherwise transfer from time to time, any classes and/or series of Preferred Stock as the Board of Directors may from time to time deem appropriate. The Board of Directors may determine and alter all of the number, rights, preferences, privileges, qualifications, limitations and restrictions of any such class or series of Preferred Stock, including, without limitation, any voting and/or conversion rights, and may increase or decrease the number of shares constituting any such class or series, provided there is a sufficient number of authorized and unissued shares of Preferred Stock to support the designation, and provided further that the Board shall not reduce the number of shares constituting any class or series of Preferred Stock below the number of shares of the class or series then outstanding. If the Board of Directors decreases the number of shares of any class or series of Preferred Stock, the shares constituting the reduction shall resume the status they had prior to the adoption of the resolution originally fixing the number of shares of the series.

B. Common Stock. The Corporation shall have the authority to issue up to two hundred (200) shares of Common Stock, par value \$0.001 per share (the "Common Stock"). Upon filing of this Fourth Amended and Restated Certificate of Incorporation, every four hundred thousand (400,000) shares of issued and outstanding Common Stock shall, automatically and without need for any further action, be combined into one (1) share of Common Stock.

FIFTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered, the manner provided in the By-Laws of the Corporate, to make, alter, amend and repeal the By-Laws of the Corporation in any respect not inconsistent with the laws of the State of Delaware, with this Fourth Amended and Restated Certificate of Incorporation or with that certain Convertible Promissory Note and Warrant Purchase Agreement among the Corporation, NewMarket

Technology Fund I, LLC, 941997 Alberta Ltd and Cel Corporation dated as of August 2, 2001, as amended by Amendment No. 1 thereto, dated as of September 18, 2002, and Amendment No. 2 thereto dated as of August 26, 2004 (as so amended, the "Purchase Agreement").

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all powers and do and perform all acts that may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, this Fourth Amended and Restated Certificate of Incorporation, the By-Laws of the Corporation and the Purchase Agreement.

Any contract, transaction or act of the Corporation or of the Board of Directors or of any committee which shall be ratified by the holders of a majority of the shares of stock of the Corporation present in person or by proxy and voting at any annual meeting, or at any special meeting called for such purposes, insofar as permitted by law or by this Fourth Amended and Restated Certificate of Incorporation and the Purchase Agreement, shall be as valid and as binding as though ratified by every stockholder of the Corporation.

For so long as any convertible promissory notes remain outstanding under the Purchase Agreement, the Corporation shall not authorize or issue any class or series of debt or equity security, or rights to acquire any debt or equity security of the Corporation, without the prior written consent of the holders of said notes.

**SIXTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this 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 this Corporation or of my creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 or Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver of receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders of class of stockholders of this 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 this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this 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 this Corporation as the case may be, and also on this Corporation.

**SEVENTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages or breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware Law, as the same exists or

hereafter may be amended, or (iv) for any transactions from which the director derived an improper personal benefit.

If the Delaware Law is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Delaware Law, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**EIGHTH:** The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Election of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

**NINETH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Fourth Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute and the Purchase Agreement, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Executive Vice President, General Counsel and Secretary of the Corporation, for the purpose of amending and restating the Certificate of Incorporation of the Corporation, as herein provided, in accordance with the Delaware Law, do make this Fourth Amended and Restated Certificate of Incorporation, hereby declaring and certifying that the facts stated as true, and accordingly, have hereunto set my hand this 27th day of July 2010.



Name: Howard C. Hill

Title: Executive Vice President,  
General Counsel and Secretary