

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT6497449

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	AGREEMENT OF REORGANIZATION
CONVEYING PARTY DATA	
Name	Execution Date
DRUMRIGHT GROUP LLC	11/01/2019
RECEIVING PARTY DATA	
Name:	COGILITY SOFTWARE CORPORATION
Street Address:	15495 SAND CANYON AVE, SUITE 150
City:	IRVINE
State/Country:	CALIFORNIA
Postal Code:	92618
PROPERTY NUMBERS Total: 5	
Property Type	Number
Application Number:	16289039
Application Number:	62636624
Patent Number:	9858260
Application Number:	15841991
Application Number:	15841951
CORRESPONDENCE DATA	
Fax Number:	(714)557-3347
<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>	
Phone:	7145573800
Email:	jessica.clark@wbd-us.com
Correspondent Name:	WOMBLE BOND DICKINSON (US) LLP
Address Line 1:	P.O. BOX 7037
Address Line 4:	ATLANTA, GEORGIA 30357-0037
ATTORNEY DOCKET NUMBER:	109556
NAME OF SUBMITTER:	TRI DANG, REG. NO. 71853
SIGNATURE:	/ Tri Dang /
DATE SIGNED:	01/14/2021
Total Attachments: 5	
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REEL: 055007 FRAME: 0302

AGREEMENT OF REORGANIZATION

THIS AGREEMENT OF REORGANIZATION is made and entered into on November 1, 2019 (the "Effective Date"), between COGILITY SOFTWARE CORPORATION, a Delaware corporation ("Cogility"), and DRUMRIGHT GROUP, LLC, a Delaware limited liability company ("Drumright Group").

RECITALS

A. Drumright Group is the Sole Shareholder of Cogility.

B. The Board of Directors of Cogility and the Manager of Drumright Group, deem it advisable and in the best interests of Cogility, Drumright Group, the Sole Shareholder of Cogility, and the members of Drumright Group, respectively, that Drumright Group transfer substantially all of its assets to Cogility and that substantially all of the corporate stock of Cogility be distributed to the members of Drumright Group.

C. By Directors' Resolutions dated effective November 1, 2019, the Board of Directors of Cogility has approved this Agreement of Reorganization.

D. By Manager's Resolutions dated effective November 1, 2019, 2019, the Manager of Drumright Group has approved this Agreement of Reorganization.

E. By Shareholder's Resolutions dated effective November 1, 2019, the sole shareholder of Cogility has approved this Agreement of Reorganization.

F. By Members' Resolutions dated effective November 1, 2019, a majority-in-interest of the members of Drumright Group has approved this Agreement of Reorganization.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Cogility and Drumright Group do hereby agree to transfer the assets of Drumright Group to Cogility in exchange for corporate stock of Cogility, on the terms and conditions herein provided, as follows:

1. THE REORGANIZATION

1.1 The Reorganization

Upon the terms and subject to the conditions hereof, on the date hereof, the following transactions shall take place in the following order (A) first, Drumright Group shall transfer substantially all of the assets of Drumright Group into Cogility; and (B) second, all of the outstanding shares of Cogility shall be distributed to the members of Drumright Group in accordance with their pro rata percentage interest in Drumright Group ((A) and (B) together, (the "Reorganization"). Thereafter, Drumright Group shall liquidate, and the officers of Drumright Group shall be authorized to wind up the affairs of Drumright Group and file a Certificate of Cancellation with the State of Delaware.

1.2 Approvals

As set forth in the Recitals hereto, this reorganization has been approved by the Manager and a majority-in-interest of Drumright Group, and by the Board of Directors and the Sole Shareholder of Cogility.

1.3 Bylaws: Amendments

On the Effective Date, the Bylaws of Cogility shall be amended and restated to read as set forth in Exhibit A and hereby incorporated herein.

1.5 Directors and Officers

The Directors and Officers of Cogility immediately prior to the Effective Date shall remain the Directors and Officers of Cogility, until their successors shall have been duly elected and qualified, as provided by law, the Certificate of Incorporation of Cogility or the Bylaws of Cogility.

2. THE REORGANIZATION

2.1 Asset Transfer

On the Effective Date, Drumright Group, without further act, deed or other transfer, shall contribute, transfer and assign all the property of every description and every interest therein, and all debts and other obligations of or belonging to or due to Drumright Group to Cogility, without further act or deed (the "Asset Transfer").

2.2 Distribution of Shares

On the Effective Date, immediately following the Asset Transfer, by virtue of the Reorganization and without any action on the part of any holder thereof, Drumright Group shall distribute to each member of Drumright Group for each membership unit owned by such member immediately prior thereto, an amount of shares of the common stock of Cogility, par value of \$0.0001 per share (the "Replacement Stock") equal to such member's pro rata interest in Drumright Group. All such shares shall be registered on the books of Cogility. Share certificates shall not be issued.

2.3 Options

On the Effective Date, Cogility shall assume and continue the rights and obligations of Drumright Group under each then outstanding option to purchase Drumright Group membership units, and the outstanding and unexercised portions of all options and rights to buy Drumright Group membership units shall become rights or options for the corresponding number of shares of Replacement Stock at the same rate of one Drumright Group membership unit to one share of Replacement Stock, with no other changes in the terms and conditions of such options or rights, including exercise prices, and upon the Effective Date, Cogility hereby assumes the outstanding and unexercised portions of such options and rights and the obligations of Drumright Group with respect thereto.

3. GENERAL

3.1 Further Assurances

From time to time, as and when required by Cogility or by its successors and assigns, there shall be executed and delivered on behalf of Drumright Group such deeds, bills of sale, assignments and other instruments, as may be reasonably requested in order to evidence the transfers set forth in Section 1.1 above. There shall be taken or caused to be taken by it such further other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in Cogility, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Drumright Group, and otherwise to carry out the purposes of this Agreement of Reorganization. The officers and directors of Cogility are fully authorized in the name and on behalf of Drumright Group or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 Governing Law

This Agreement shall be governed by, construed and enforced in accordance with the laws of the State of Delaware.

3.3 Counterparts

This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original.

3.4 Electronic Means

Delivery of an executed copy of this Agreement by email will be deemed to be execution and delivery of this Agreement as of the date hereof.

[signature page follows]

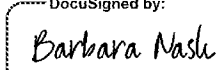
IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement of Reorganization as of the date first set forth above.

COGILITY SOFTWARE CORPORATION
a Delaware corporation

DRUMRIGHT GROUP, LLC
a Delaware limited liability company and
Sole Shareholder of Cogility Software Corp.

By: 
James H. Drumright, Chairman
Of the Board

By: 
James H. Drumright, Manager

By: 
Barbara A. Nash, President

(Signature page to Agreement of Reorganization)

Exhibit A
Bylaws Amendment