

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM618923

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WATERFALL INTERNATIONAL INC.		12/31/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	UPLAND SOFTWARE, INC.		
Street Address:	401 CONGRESS AVENUE, SUITE 1850		
City:	AUSTIN		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4694269	WATERFALL	
Registration Number:	3506588	WATERFALL	
CORRESPONDENCE DATA			
Fax Number:			
<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:	2319320411		
Email:	brianhall@traverselegal.com		
Correspondent Name:	Brian A. Hall		
Address Line 1:	810 Cottageview Drive, Suite G-20		
Address Line 4:	Traverse City, MICHIGAN 49684		
ATTORNEY DOCKET NUMBER:	WATERFALL TO UPLAND INC		
NAME OF SUBMITTER:	Brian A. Hall		
SIGNATURE:	/BAH/		
DATE SIGNED:	01/07/2021		
Total Attachments: 3			
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source=DE Cert of Ownership and Merger (Waterfall) - FILED#page2.tif			

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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 OWNERSHIP, WHICH MERGES:

"WATERFALL INTERNATIONAL INC.", A DELAWARE CORPORATION, WITH AND INTO "UPLAND SOFTWARE, INC." UNDER THE NAME OF "UPLAND SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2020, AT 11:13 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020 AT 11:59 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4845215 8100M
SR# 20208779143

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

Authentication: 204437209
Date: 12-29-20

TRADEMARK
REEL: 007157 FRAME: 0403

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
WATERFALL INTERNATIONAL INC.
WITH AND INTO
UPLAND SOFTWARE, INC.

Pursuant to Section 253 of the Delaware General Corporation Law (the "*DGCL*"), Upland Software, Inc. (the "*Corporation*"), a Delaware corporation incorporated on July 7, 2010, does hereby certify to the following information relating to the merger (the "*Merger*") of Waterfall International Inc., a Delaware corporation (the "*Subsidiary*"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on December 28, 2020 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation.
3. The Corporation shall be the surviving corporation of the Merger.
4. The Certificate of Ownership and Merger and the Merger shall become effective on December 31, 2020 at 11:59 pm ET.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 29th of December, 2020.

UPLAND SOFTWARE, INC.

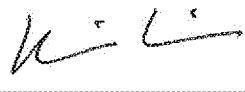
By: 
Name: Kin Gill
Title: SVP, General Counsel, and Secretary

EXHIBIT A

BOARD RESOLUTIONS

WHEREAS, Upland Software, Inc., a Delaware corporation (the "**Corporation**"), owns all of the issued and outstanding shares of each class of capital stock of Waterfall International Inc., a Delaware corporation (the "**Subsidiary**"); and

WHEREAS, it is deemed advisable and in the best interest of the Corporation that the Corporation merge the Subsidiary with and into the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "**Merger**"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation; and

RESOLVED FURTHER, that the officers of the Corporation (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing; and

RESOLVED FURTHER, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.