

RECORDATION FORM
TRADEMARK

06-15-1999

DEPARTMENT OF COMMERCE
Patent and Trademark Office



101067741

or copy thereof.

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Pl

1. Name of conveying party (ies): E-Loan, Inc.

ME 20 6.11.99

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State - California
- Other _____

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

2. Name and address of receiving party(ies):

Name: E-Loan, Inc.

Internal Address: _____

Street Address: 5875 Arnold Road., Suite 100

City: Dublin State: CA ZIP: 94568

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignment is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) and addresses attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: _____

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/182,874 75/639,916
75/480,352 75/640,363
75/640,117

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Andrew P. Bridges

Internal Address: _____

Wilson Sonsini Goodrich & Rosati

Professional Corporation

Street Address: 650 Page Mill Road

City: Palo Alto State: California ZIP: 94304

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$140.00 E

- Enclosed
- Authorized to be charged to deposit account

If fee insufficient, please charge

8. Deposit account number:
23-2415 Attn.: 18029-TM1001

(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

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.

Andrew P. Bridges

Name of Person Signing

Andrew P. Bridges

Signature

June 7, 1999

Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:

06/15/1999 DNGUYEN 00000037 75182874

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

40.00 DP

100.00 DP

TRADEMARK
REEL: 001911 FRAME: 0916

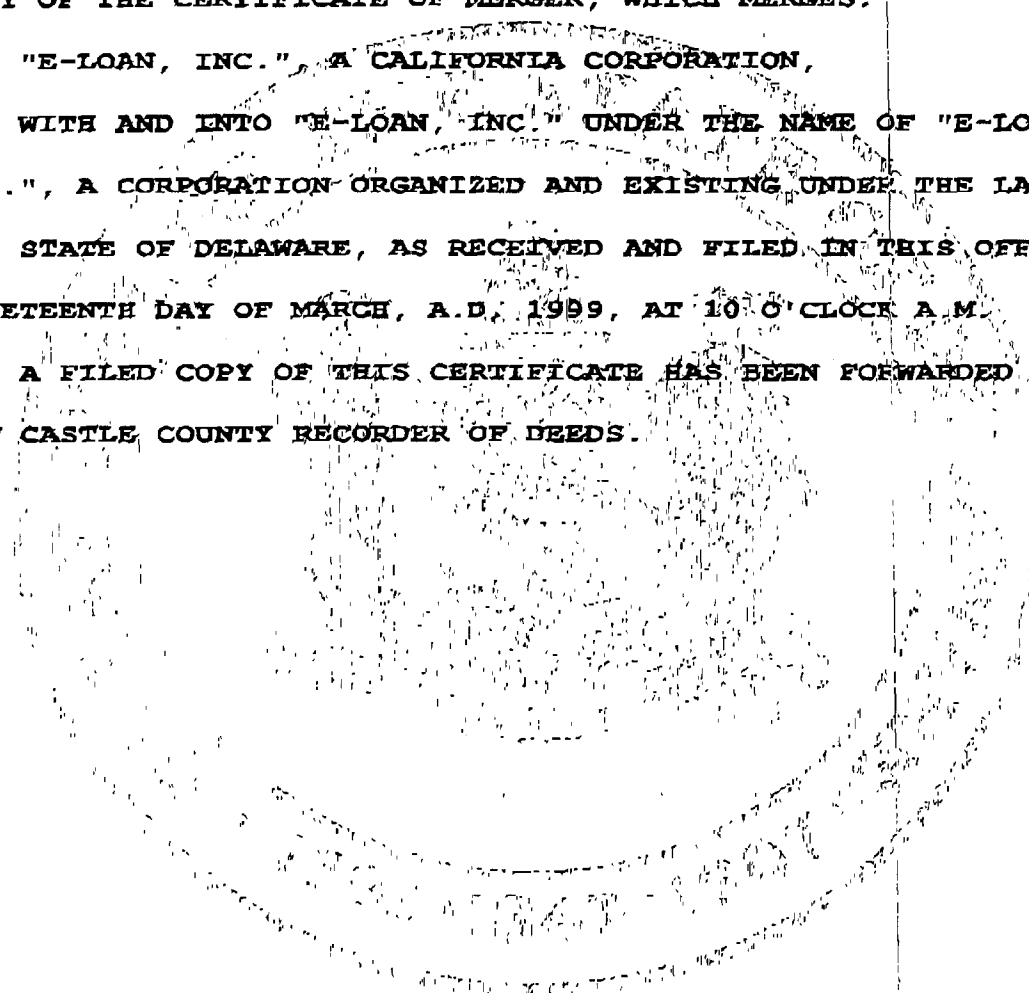
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"E-LOAN, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "E-LOAN, INC." UNDER THE NAME OF "E-LOAN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MARCH, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2997264 8100M

991107145

Received Time Mar. 19. 8:50AM

AUTHENTICATION:

DATE:

9637999

03-19-99

TRADEMARK
REEL: 001911 FRAME: 0917

**CERTIFICATE OF MERGER
OF
E-LOAN, INC., A CALIFORNIA CORPORATION
with and into
E-LOAN, INC., A DELAWARE CORPORATION
Under Section 252 of the General Corporation Law of the State of Delaware**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, as amended, E-Loan, Inc., a Delaware corporation ("E-Loan-Delaware"), hereby certifies to the following information relating to the merger of E-Loan, Inc., a California corporation ("E-Loan-California"), with and into E-Loan-Delaware (the "Merger").

1. The name and the state of incorporation of each of the constituent corporations in the Merger are:
 - a) E-Loan, Inc., a California corporation; and
 - b) E-Loan, Inc., a Delaware corporation.
2. An agreement and plan of reorganization, dated as of February 23, 1999 by and between E-Loan-California and E-Loan-Delaware ("Merger Agreement"), setting forth the terms and conditions of such Merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations pursuant to subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is: E-Loan, Inc. ("Surviving Corporation")
4. The Certificate of Incorporation of E-Loan-Delaware, as it exists immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter may be amended in accordance with its terms and as provided by law.
5. An executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 5875 Arnold Road, Suite 100, Dublin, CA 94568.
6. A copy of the Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of E-Loan-California or E-Loan-Delaware.

7. The authorized capital stock of E-Loan-California immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware is: Twenty Million (\$20,000,000) shares of Common Stock, no par value per share and Eleven Million, Seven Hundred Sixty-five Thousand, One Hundred and Sixty-seven (11,765,167) shares of Preferred Stock no par value per share; Four Hundred Twenty-eight Thousand, Six Hundred and Thirty-five (428,635) shares of which are designated as "Series A Preferred Stock," Four Hundred Fifty Thousand, Seven Hundred and Eight (450,708) shares of which are designated as "Series B Preferred Stock," Four Million, Four Hundred Sixty-seven Thousand, Nine Hundred and Twelve (4,467,912) shares of which are designated as "Series C Preferred Stock," Four Million, Four Hundred Sixty-seven Thousand, Nine Hundred and Twelve (4,467,912) shares of which are designated as "Series C-1 Preferred Stock," and One Million, Nine Hundred and Fifty Thousand (1,950,000) shares of which are designated as "Series D Preferred Stock."

IN WITNESS WHEREOF, E-Loan, Inc., a Delaware corporation, has caused this Certificate to be signed by Christian Larsen, its authorized officer, on the 18th day of March, 1999.

E-LOAN, INC

By: 

Christian Larsen

Title: Chief Executive Officer