

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LECG Holding Company, LLC		11/17/2003	Limited Liability Company: CALIFORNIA

RECEIVING PARTY DATA	
Name:	LECG Funding Corporation
Street Address:	2000 Powell Street
Internal Address:	Suite 600
City:	Emeryville
State/Country:	CALIFORNIA
Postal Code:	94608
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	76538223	XPRT FORUM

CORRESPONDENCE DATA	
Fax Number:	(310)556-3770
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(310)556-3700
Email:	iauyon@flk.com
Correspondent Name:	Carol R. Kerr
Address Line 1:	1900 Avenue of the Stars
Address Line 2:	28th Floor
Address Line 4:	Los Angeles, CALIFORNIA 90067

NAME OF SUBMITTER:	Carol R. Kerr
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Total Attachments: 7  
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**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 14 2003



*Kevin Shelley*  
Secretary of State



State of California  
Kevin Shelley  
Secretary of State

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

NOV 14 2003

**KEVIN SHELLEY**  
Secretary of State

**LIMITED LIABILITY COMPANY  
CERTIFICATE OF MERGER**

(Corporations Code Section 17552)

Filing Fee - Please see instructions.  
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: LECG Funding Corporation	2. Type of entity: Corporation	3. Secretary of State File Number: Not Applicable	4. Jurisdiction: Delaware
5. Name of disappearing entity: LECG Holding Company, LLC	6. Type of entity: LLC	7. Secretary of State File Number: 200022410013	8. Jurisdiction: California
9. Future effective date, if any: November 17, 2003		Month November 17, 2003	Day Year
10. If a vote was required pursuant to Section 17551 or Section 1113, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:			
Surviving Entity		Disappearing Entity	
Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required
Common Stock	Majority	Common Units	All members
		Preferred Units	All members
11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.			
SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE			
12. Requisite changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.			
SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY, COMPLETE ITEMS 13 AND 14.			
13. Principal business address of the surviving foreign limited liability company or other business entity:			
Address: 2000 Powell Street, Suite 600			
City: Emeryville		State: California	Zip Code: 94608
14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary. See attached page			
15. Number of pages attached, if any: 1			
16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.			
 Signature of Authorized Person for the Surviving Entity		11/12/03 Date	
 Signature of Authorized Person for the Surviving Entity		11/12/03 Date	
 Signature of Authorized Person for the Disappearing Entity		11/12/03 Date	
 Signature of Authorized Person for the Disappearing Entity		11/12/03 Date	
Signature of Authorized Person for the Disappearing Entity		Date	

SECSTATE (REV. 01/03)

FORM LLC-9 - FILING FEE: SEE INSTRUCTIONS  
Approved by Secretary of State

**LIMITED LIABILITY COMPANY  
ADDENDUM TO CERTIFICATE OF MERGER (FORM LLC-9)  
SURVIVING ENTITY: LECG FUNDING CORPORATION  
DISAPPEARING ENTITY: LECG HOLDING COMPANY, LLC**

Item 14. The following information is required to be stated in the Certificate of Merger by the laws of the State of Delaware under which LECG Funding Corporation is organized:

1. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.
2. Article II of the Certificate of Incorporation of the surviving corporation is amended to read in its entirety as follows, and as amended the Certificate of Incorporation shall be the Certificate of Incorporation of the surviving corporation:

The name of the Corporation is LECG Funding Corporation.

The name of the surviving corporation prior to the filing of the Certificate of Merger in the State of Delaware was: TCEP/LECG Funding Corporation.

3. The Agreement and Plan of Merger is on file at 2000 Powell Street, Suite 600, Emeryville, California 94608, the place of business of the surviving corporation.
4. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation or any member of any constituent limited liability company.

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**LECG Funding Corporation, a Delaware corporation**  
**Agreement Pursuant to Section 17555(g) of the California Corporations Code**

Upon the merger of LECG Holding Company, LLC, a California limited liability company (the "**Disappearing Entity**") into LECG Funding Corporation, a Delaware corporation (the "**Surviving Entity**"), for the purpose of compliance with the requirements of Section 17555(g) of the California Corporations Code, the Surviving Entity hereby agrees as follows:

1. The Surviving Entity may be served in the State of California in a proceeding for the enforcement of an obligation of any constituent entity and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity, including the Disappearing Entity.

2. The Secretary of State of the State of California is irrevocably appointed as the Surviving Entity's agent for service of process. The address to which process may be forwarded is:

2000 Powell Street, Suite 600  
Emeryville, California 94608.

3. The Surviving Entity will promptly pay the holder of any dissenting interest or dissenting share in a constituent domestic limited liability company or domestic other business entity, including the Disappearing Entity, the amount to which that person is entitled under California law.

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"LECG HOLDING COMPANY, LLC", A CALIFORNIA CORPORATION, WITH AND INTO "TCEP/LECG FUNDING CORPORATION" UNDER THE NAME OF "LECG FUNDING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2003, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2003, AT 5 O'CLOCK P.M.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2752465

DATE: 11-17-03

TRADEMARK  
REEL: 002852 FRAME: 0720

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:00 AM 11/17/2003  
FILED 11:00 AM 11/17/2003  
SRV 030735531 - 3276805 FILE

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
DOMESTIC CORPORATION AND  
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is TCEP/LECG Funding Corporation, a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is LECG Holding Company, LLC, a California limited liability company.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

**THIRD:** The name of the surviving corporation is TCEP/LECG Funding Corporation.

**FOURTH:** Article II of the Certificate of Incorporation of the surviving corporation is amended to read in its entirety as follows, and as amended the Certificate of Incorporation shall be the Certificate of Incorporation of the surviving corporation:

The name of the Corporation is LECG Funding Corporation.

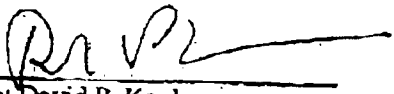
**FIFTH:** The merger is to become effective on November 17, 2003 at 5:00 p.m. Eastern time.

**SIXTH:** The Agreement and Plan of Merger is on file at 2000 Powell Street, Suite 600, Emeryville, California 94608, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation or partner of any constituent limited liability company.



IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 11<sup>th</sup> day of November, A.D., 2003.

By:   
Name: David P. Kaplan  
Title: President

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