

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ascension Capital Group, LP		06/30/2007	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	ACG Holding, Inc.
Street Address:	8875 Aero Drive, Suite 200
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92123
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2387798	ASCENSION CAPITAL GROUP
Registration Number:	2387799	ASCENSION CAPITAL GROUP

CORRESPONDENCE DATA

Fax Number: (858)456-4802
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 858-456-4801
 Email: usdocketing@trademarkgroup.com
 Correspondent Name: The Trademark Group, APLC
 Address Line 1: 1200 Prospect Street, Suite G-100
 Address Line 4: La Jolla, CALIFORNIA 92037

ATTORNEY DOCKET NUMBER:	ENCORE CAPITAL 432
NAME OF SUBMITTER:	Marnie Wright Barnhorst, Esq.

OP \$65.00 2387798

Signature:	/MWB/
Date:	09/27/2007
Total Attachments: 6 source=Certificate of Merger between ACG and ACG Holding 063007_Page_1#page1.tif source=Certificate of Merger between ACG and ACG Holding 063007_Page_2#page1.tif source=Texas Certificate of Merger between ACG and ACG Holding 063007_Page_1#page1.tif source=Texas Certificate of Merger between ACG and ACG Holding 063007_Page_2#page1.tif source=Texas Certificate of Merger between ACG and ACG Holding 063007_Page_3#page1.tif source=Texas Certificate of Merger between ACG and ACG Holding 063007_Page_4#page1.tif	

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:

"ASCENSION CAPITAL GROUP LP", A TEXAS LIMITED PARTNERSHIP, WITH AND INTO "ACG HOLDING, INC." UNDER THE NAME OF "ACG HOLDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2007, AT 11:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2007, AT 11:59 O'CLOCK P.M.

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

4008994 8100M
070766038



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5810330

DATE: 07-02-07

TRADEMARK
REEL: 003629 FRAME: 0858

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED PARTNERSHIP**

Pursuant to Title 8, Section 263(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is ACG HOLDING, INC.
_____, a Delaware Corporation, and the name
of the Partnership being merged into this surviving corporation is ASCENSION
CAPITAL GROUP LP, a (list jurisdiction) Texas limited
partnership.

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

THIRD: The name of the surviving corporation is ACG Holding, Inc.
_____.

FOURTH: The merger is to become effective on June 30, 2007 at 11:59 p.m.
_____.

FIFTH: The Agreement of Merger is on file at 8875 Aero Drive, #200,
San Diego, California 92123
_____,
the place of business of the surviving corporation.

SIXTH: A copy of the Agreement 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 partnership.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by
an authorized officer, the 30th day of June, A.D., 2007.

By: 

Authorized Officer

Name: J. Brandon Black

Print or Type

Title: Vice President

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

June 30, 2007

CT Corporation System
701 Brazos, Ste. 360
Austin, TX 78701 USA

RE:
ACG HOLDING, INC (File Number: 800545627)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure

Phone: (512) 463-5555
Prepared by: Lorna Wassdorf

Come visit us on the internet at <http://www.sos.state.tx.us/>

Fax: (512) 463-5709
TID: 10339

Dial: 7-1-1 for Relay Services
Document: 176399440002

TRADEMARK
REEL: 003629 FRAME: 0860



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Ascension Capital Group, LP
Domestic Limited Partnership (LP)
[File Number: 800527120]

Into

ACG HOLDING, INC
Domestic For-Profit Corporation
[File Number: 800545627]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 06/29/2007

Effective: 06/30/2007 11:59 pm



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

JUN 29 2007

Corporations Section

CERTIFICATE OF MERGER
(no plan attached)
of
Ascension Capital Group, LP
and
ACG Holding, Inc.
into
ACG Holding, Inc.

Pursuant to the provisions of Article 6132a, Section 2.11 of the Texas Revised Limited Partnership Act, the undersigned adopt the following Certificate of Merger.

An Agreement and Plan of Merger have been adopted in accordance with the provisions of Article 6132a, Section 2.11 of the Texas Revised Limited Partnership Act providing for the merger of Ascension Capital Group, LP and ACG Holding, Inc., resulting in ACG Holding, Inc. being the surviving corporation.

1. The names of the [limited partnerships or other entities] participating in the merger and the states under the laws of which they are organized are as follows:

<u>Name of Limited Partnership/Entity</u>	<u>Entity Type</u>	<u>State</u>
Ascension Capital Group, LP	Limited Partnership	Texas
ACG Holding, Inc.	Corporation	Delaware

A Plan of Merger has been approved.

2. An executed Plan of Merger is on file at the principal place of business of the surviving corporation at the following address:

8875 Aero Drive, Suite 200, San Diego, CA 92123

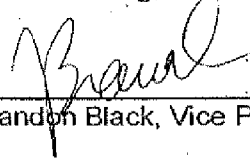
3. A copy or summary of the Plan of Merger has been or is being furnished to each partner in each domestic limited partnership that is a party to the merger at least 20 days before the merger is effective, unless waived by that partner, or the domestic limited partnership has complied with the provisions of its partnership agreement regarding furnishing partners copies or summaries of the Plan of Merger or notices regarding the merger.
4. In the case of a merger with multiple surviving domestic or foreign limited partnerships or other entities, a copy of the Plan of Merger will be furnished by each new or surviving domestic or foreign limited partnership or other entity on written request and without cost, to any creditor or obligee of the parties to the merger at the time of the merger if the obligation is then outstanding.

5. As to each domestic or foreign limited partnership or other entity that is a party to the Plan of Merger, the Plan of Merger was duly authorized by all action required by the laws under which it was formed or organized and by its constituent documents.
6. The surviving corporation will be responsible for the payment of all fees and franchise taxes of the merged limited partnership and will be obligated to pay such fees and franchise taxes if the same are not timely paid.
7. If the merger is not to be effective when this Certificate of Merger is filed by the Secretary of State, the delayed effective date and time is: June 30, 2007 at 11:59 PM.

Dated: June 30, 2007

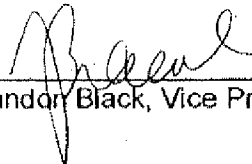
Ascension Capital Group, LP

By: ACG Holding, Inc., its General Partner



J. Brandon Black, Vice President

ACG Holding, Inc.



J. Brandon Black, Vice President

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