

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AIRPHOTOUSA, LLC		12/18/2007	LIMITED LIABILITY COMPANY: ARIZONA

RECEIVING PARTY DATA

Name:	GLOBEXPLORER, LLC
Street Address:	1601 Dry Creek Drive, Suite 260
City:	Longmont
State/Country:	COLORADO
Postal Code:	80503
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3045063	PHOTOMAPPER
Registration Number:	2593257	PHOTOMAPPER
Registration Number:	2798866	MAPHANDLER
Registration Number:	2757985	AIRPHOTOUSA
Registration Number:	2778943	AIRPHOTOUSA
Registration Number:	2739552	AIRPHOTOUSA
Registration Number:	2757982	AIRPHOTOUSA

CORRESPONDENCE DATA

Fax Number: (858)720-2555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 8587202500
 Email: janesong@paulhastings.com
 Correspondent Name: PAUL, HASTINGS, JANOFKY & WALKER LLP

TRADEMARK

REEL: 003703 FRAME: 0485

900097325

CH \$190.00 3045063

Address Line 1: PO BOX 919092
Address Line 4: SAN DIEGO, CALIFORNIA 92191-9092

ATTORNEY DOCKET NUMBER:	50-2613.00013
NAME OF SUBMITTER:	Todd Schneider
Signature:	/todd schneider/
Date:	01/24/2008

Total Attachments: 8
source=Image001#page1.tif
source=Image002#page1.tif
source=Image003#page1.tif
source=Image004#page1.tif
source=Image005#page1.tif
source=Image006#page1.tif
source=Image007#page1.tif
source=Image008#page1.tif



**State of California
Secretary of State**

OBE MERG

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

DEC 27 2007

CERTIFICATE OF MERGER

(Corporations Code sections 1113(g), 6019.1, 8019.1,
9640, 12540.1, 15678.4, 16915(b) and 17552)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY GLOBEXPLORER, LLC		2. TYPE OF ENTITY LLC		3. CA SECRETARY OF STATE FILE NUMBER 200233610050		4. JURISDICTION California													
5. NAME OF DISAPPEARING ENTITY AIRPHOTOUSA, LLC		6. TYPE OF ENTITY LLC		7. CA SECRETARY OF STATE FILE NUMBER N/A		8. JURISDICTION Arizona													
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALLED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.																			
<p style="text-align: center;"><u>SURVIVING ENTITY</u></p> <table border="0"> <tr> <td style="text-align: center;"><u>CLASS AND NUMBER</u></td> <td style="text-align: center;">AND</td> <td style="text-align: center;"><u>PERCENTAGE VOTE REQUIRED</u></td> </tr> <tr> <td style="text-align: center;">1 membership interest</td> <td></td> <td style="text-align: center;">100%</td> </tr> </table>				<u>CLASS AND NUMBER</u>	AND	<u>PERCENTAGE VOTE REQUIRED</u>	1 membership interest		100%	<p style="text-align: center;"><u>DISAPPEARING ENTITY</u></p> <table border="0"> <tr> <td style="text-align: center;"><u>CLASS AND NUMBER</u></td> <td style="text-align: center;">AND</td> <td style="text-align: center;"><u>PERCENTAGE VOTE REQUIRED</u></td> </tr> <tr> <td style="text-align: center;">1 membership interest</td> <td></td> <td style="text-align: center;">100%</td> </tr> </table>				<u>CLASS AND NUMBER</u>	AND	<u>PERCENTAGE VOTE REQUIRED</u>	1 membership interest		100%
<u>CLASS AND NUMBER</u>	AND	<u>PERCENTAGE VOTE REQUIRED</u>																	
1 membership interest		100%																	
<u>CLASS AND NUMBER</u>	AND	<u>PERCENTAGE VOTE REQUIRED</u>																	
1 membership interest		100%																	
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT. <input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.																			
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY. Not applicable																			
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY. PRINCIPAL ADDRESS OF SURVIVING ENTITY CITY AND STATE ZIP CODE Not applicable																			
13. 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. Not applicable																			
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER. Article 7 of the Arizona Limited Liability Company Act						15. FUTURE EFFECTIVE DATE, IF ANY <table border="0"> <tr> <td style="text-align: center;">01</td> <td style="text-align: center;">-</td> <td style="text-align: center;">01</td> <td style="text-align: center;">-</td> <td style="text-align: center;">08</td> </tr> <tr> <td style="text-align: center;">(Month)</td> <td></td> <td style="text-align: center;">(Day)</td> <td></td> <td style="text-align: center;">(Year)</td> </tr> </table>		01	-	01	-	08	(Month)		(Day)		(Year)		
01	-	01	-	08															
(Month)		(Day)		(Year)															
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.																			
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.																			
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY				12/18/2007 DATE															
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY				DATE															
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY				12/18/2007 DATE															
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY				DATE															
				Yancey Spruill, CFO of DIGITALGLOBE, INC., a Sole TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
				Member of GLOBEXPLORER, LLC TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
				Jill D. Smith, Sole Manager of AIRPHOTOUSA, LLC TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
				TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing:																			





State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 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

JAN - 9 2008

DEBRA BOWEN
Secretary of State

AZ CORPORATION COMMISSION
FILED

DEC 26 2007

FILE NO. L-0821976-0

EFFECTIVE 01/01/08

ARTICLES OF MERGER OF
AIRPHOTOUSA, LLC
an Arizona limited liability company
WITH AND INTO
GLOBEXPLORER, LLC
a California limited liability company

L-0821976-0

M-1418001-3
(NO RECORD) (SURVIVOR)

Pursuant to Section 29-754 of Articles 7 of the Arizona Limited Liability Act, the undersigned limited liability company executed the following Articles of Merger:

First. The name of the surviving entity is GlobeXplorer, LLC, a California limited liability company (the "Company"), and the name of the limited liability company being merged into this surviving entity is AirPhotoUSA, LLC, an Arizona limited liability company (the "LLC").

Second. The Plan of Merger between the Company and the LLC (the "Plan of Merger") is attached to these Articles of Merger as Exhibit A, a copy of which is also on file at a place of business of the surviving entity located at the following address: GlobeXplorer, LLC, 1601 Dry Creek Drive, Suite 260, Longmont, Colorado 80503. The Company on request, without cost, will provide a copy of the Plan of Merger to any person who holds an interest in a business entity that is a party to the merger.

Third. The Plan of Merger between the Company and the LLC (the "Plan of Merger") has been approved by the Company and the LLC in the manner provided by law.

Fourth. The merger is to become effective on January 1, 2008.

Fifth. The surviving entity agrees (a) that it may be served with process in the State of Arizona in an action, suit or proceeding for the enforcement of any obligation of any business entity that was organized under the laws of the State of Arizona and that is a party to the merger and for the enforcement of any obligation of the surviving entity; and (b) that it irrevocably appoints the commission as its agent to accept service of process in the action, suit or proceeding described in (a). The process may be forwarded to the surviving entity at the following address: GlobeXplorer, LLC, 1601 Dry Creek Drive, Suite 260, Longmont, Colorado 80503.

Sixth. The article of organization of the Company shall, on the effective date of the merger, be and constitute the articles of organization of the surviving entity until amended in the manner provided by law.

(Signatures on next page)

{00016910 / 1}

In Witness Whereof, the Company has caused these Articles of Merger to be signed by its sole member, the 18th day of December, 2007.

GLOBEXPLORER, LLC,
a California limited liability company

By: **DIGITALGLOBE, INC.,**
a Delaware corporation, and
the Sole Member of
GLOBEXPLORER, LLC

By: _____

Name: Yancey Spruill

Title: Chief Financial Officer,
DIGITALGLOBE, INC.

{00016910 / 1}

TRADEMARK
REEL: 003703 FRAME: 0490

Exhibit A

See attached

{00016910/1}

PLAN OF MERGER
OF
AIRPHOTOUSA, LLC
an Arizona limited liability company
AND
GLOBEXPLORER, LLC
a California limited liability company

THIS PLAN OF MERGER (hereinafter referred to as the "Plan of Merger"), made and entered into as of the 25th day of October, 2007, by and between AIRPHOTOUSA, LLC, an Arizona limited liability company, whose principal place of business is located at 1601 Dry Creek Drive, Suite 260, Longmont, Colorado 80503 ("APU" or the "Merged Entity"), and GLOBEXPLORER, LLC, a California limited liability company, whose principal place of business is located at 1601 Dry Creek Drive, Suite 260, Longmont, Colorado 80503 ("GXL" or the "Surviving Entity") (each such entity being hereinafter sometimes referred to as a "Constituent Entity" and collectively as the "Constituent Entities");

WITNESSETH:

WHEREAS, the sole manager of each Constituent Entity deems it advisable and for the benefit of its Constituent Entity and its members that APU merge into and with GXL pursuant to the terms of this Plan of Merger and in accordance with the applicable laws of the State of Arizona and State of California.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it is hereby agreed by and between the parties hereto, that APU be merged with and into GXL (the "Merger"), with GXL as the surviving entity in accordance with Chapter 12 of the California Beverly-Killea Limited Liability Company Act (the "California Act") and Article 7 of the Arizona Limited Liability Company Act (the "Arizona Act"), that the name of the surviving entity upon the Effective Date shall be "GLOBEXPLORER, LLC", and that the terms and conditions of the Merger hereby agreed upon and the mode of carrying the same into effect be as follows:

ARTICLE 1

The Merger shall become effective upon the filing of (or at such subsequent time as may be specified in) Articles of Merger with the office of the Secretary of State of the State of Arizona and a Certificate of Merger (the "Certificate of Merger") with the office of the Secretary of State of the State of California (the "Effective Date").

ARTICLE 2

The Articles of Organization of GXL shall on the Effective Date be the Articles of Organization of the Surviving Entity.

ARTICLE 3

Until altered, amended or repealed, as therein provided, the Operating Agreement of GXL as amended and in effect on the Effective Date shall be the Operating Agreement of the Surviving Entity.

{00016075 / 2}

ARTICLE 4

Upon Effective Date, the sole manager of GXL immediately prior to the Effective Date shall be the sole manager of the Surviving Entity.

ARTICLE 5

Upon the Effective Date, all of the ownership interests in APU shall be cancelled without consideration.

ARTICLE 6

Upon the Effective Date, the separate existence of the Merged Entity shall cease and the Surviving Entity shall possess all of the rights, privileges, immunities, powers and franchises, as well of a public nature as of a private nature, of the Constituent Entities; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of such entities shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed, and the title to any real estate or any interest therein vested in the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; and the Surviving Entity shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of the Constituent Entities; and any claim existing or action or proceeding, civil or criminal, pending by or against any of said Constituent Entities may be prosecuted as if the Merger had not taken place, or the Surviving Entity may be substituted in its place, and any judgment rendered against any of such entities may thenceforth be enforced against the Surviving Entity; and neither the rights of creditors nor any liens upon the property of the Constituent Entity shall be impaired by reason of the Merger.

ARTICLE 7

Upon the Effective Date, the assets and liabilities of the Merged Entity shall be recorded on the books of the Surviving Entity at the amounts at which they are carried on the books of the Merged Entity immediately prior to the merger; and the earned surplus of the Surviving Entity shall be the combined earned surplus of the Merged Entity and the Surviving Entity and there shall be made such other appropriate entries consistent with generally accepted accounting principles as may be required.

ARTICLE 8

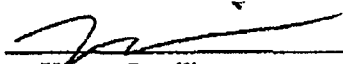
If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in said entity, according to the terms hereof, the title to any property or rights of the Merged Entity, the sole manager and the proper officers of the Merged Entity shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Entity, and otherwise to carry out the purposes of this Plan of Merger.

IN WITNESS WHEREOF, the Constituent Entities have each caused this Plan of Merger to be executed on their respective behalf on the day and year first above written.

GXL:

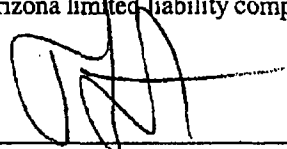
GLOBEXPLORER, LLC,
a California limited liability company

By: **DIGITALGLOBE, INC.,**
a Delaware corporation, and
the Sole Member of
GLOBEXPLORER, LLC

By: 
Name: Yancey Spruill
Title: Chief Financial Officer,
DIGITALGLOBE, INC.

APU:

AIRPHOTOUSA, LLC,
an Arizona limited liability company

By: 
Name: Jill D. Smith
Title: Sole Manager

(00016075 / 2)