

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
GLOBEXPLORER, LLC		12/18/2007	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	DIGITALGLOBE, INC.
Street Address:	1601 Dry Creek Drive, Suite 260
City:	Longmont
State/Country:	COLORADO
Postal Code:	80503
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2601127	WE TAKE YOU THERE

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, JANOFSKY & WALKER LLP
 Address Line 1: PO BOX 919092
 Address Line 4: SAN DIEGO, CALIFORNIA 92191-9092

ATTORNEY DOCKET NUMBER:	57708.00013
NAME OF SUBMITTER:	Todd Schneider
Signature:	/todd schneider/

CH \$40.00 2601127

Date:

02/05/2008

Total Attachments: 5

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Delaware

PAGE 1

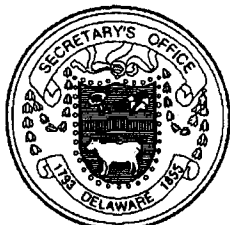
The First State

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:

"GLOBEXPLORER, LLC", A CALIFORNIA LIMITED LIABILITY COMPANY, WITH AND INTO "DIGITALGLOBE, INC." UNDER THE NAME OF "DIGITALGLOBE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2007, AT 1:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2008.

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



2535465 8100M

071360809

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6282429

DATE: 01-03-08

TRADEMARK
REEL: 003712 FRAME: 0826

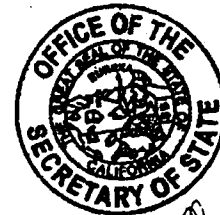
In Witness Whereof, the Company has caused this certificate to be signed by its authorized officer, the 18th day of December, 2007.

DIGITALGLOBE, INC.

By: 
Name: Yancey Spruill
Title: Chief Financial Officer

{00016132 / 2}

TRADEMARK
REEL: 003712 FRAME: 0827



A handwritten signature in black ink, appearing to read "Debra Bowen".

State of California
Secretary of State

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

That the attached transcript of 2 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

A handwritten signature in black ink, appearing to read "Debra Bowen".

DEBRA BOWEN
Secretary of State



**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 DIGITALGLOBE, INC.	2. TYPE OF ENTITY Corporation	3. CA SECRETARY OF STATE FILE NUMBER C1955931	4. JURISDICTION Delaware
5. NAME OF DISAPPEARING ENTITY GLOBEXPLORER, LLC	6. TYPE OF ENTITY LLC	7. CA SECRETARY OF STATE FILE NUMBER 200233610050	8. JURISDICTION California

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 EQUALED 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.

SURVIVING ENTITY		DISAPPEARING ENTITY	
CLASS AND NUMBER	AND PERCENTAGE VOTE REQUIRED	CLASS AND NUMBER	AND PERCENTAGE VOTE REQUIRED
Approved by the Board of Directors of DigitalGlobe, Inc		1 membership interest	100%

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

No vote of the shareholders of the parent party was required. 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
1801 Dry Creek Drive, Suite 260	Longmont, CO	80503

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.

Section 264 of the Delaware General Corporation Law

15. FUTURE EFFECTIVE DATE, IF ANY

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 Yancey Sprull, VP and CFO of DIGITALGLOBE, INC.
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY 12/18/2007 DATE Yancey Sprull, VP of DIGITALGLOBE, INC., a Sole
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE Member of GLOBEXPLORER, LLC
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: _____

**Attachment to Certificate of Merger
between DigitalGlobe, Inc.
and GlobeExplorer, LLC**

Pursuant to Section 17555(g) of the California Corporations Code, the surviving entity 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.

2. The surviving entity irrevocably appoints the Secretary of State as its agent for service of process. The process may be forwarded to the surviving entity at the following address: DigitalGlobe, Inc., 1601 Dry Creek Drive, Suite 260, Longmont, Colorado 80503.

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 the amount to which that person is entitled under California law.

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