

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
eSecLending, LLC		12/29/2006	LIMITED PARTNERSHIP:

RECEIVING PARTY DATA

Name:	eSecLending, Inc.
Street Address:	175 Federal Street
Internal Address:	11th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2607100	
Registration Number:	2604129	ESECLENDING
Registration Number:	2612091	ESECAUCTION

CORRESPONDENCE DATA

Fax Number: (180)284-6163
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 802 864 9062
 Email: gflinn@eseclending.com
 Correspondent Name: Gloria Flinn
 Address Line 1: 125 College Street
 Address Line 2: 5th Floor
 Address Line 4: Burlington, VERMONT 05401

NAME OF SUBMITTER:	Gloria Flinn
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TRADEMARK

OP \$90.00 2607100

Signature:

/Gloria Flinn/

Date:

07/14/2008

Total Attachments: 18

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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:

"ESECLENDING, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ESECLENDING SERVICES, INC." UNDER THE NAME OF "ESECLENDING SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 10:34 O'CLOCK A.M.

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

3074519 8100M

061199398



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5316781

DATE: 12-29-06

TRADEMARK
REEL: 003815 FRAME: 0537

CERTIFICATE OF MERGER

MERGING

ESECLENDING, LLC

INTO

ESECLENDING SERVICES, INC.

(Pursuant to Section 264 of the General Corporation Law of Delaware and Section 18-209 of the Limited Liability Company Act of Delaware)

* * * * *

eSecLending Services, Inc. (the "Corporation"), a corporation incorporated on the 26th day of July, 1999, pursuant to the provisions of the General Corporation Law of the State of Delaware, with an amendment to the Corporation's certificate of incorporation on the 1st day of June, 2006, to change the Corporation's name to the present;

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation for the Corporation and the name and state of formation for eSecLending, LLC (the "Subsidiary"), a limited liability company formed on the 5th day of October, 2000, pursuant to the provisions of the Limited Liability Company Act of the State of Delaware are as follows:

<u>Name</u>	<u>State of Incorporation or Formation</u>
eSecLending Services, Inc.	Delaware
eSecLending, LLC	Delaware

SECOND: That the Agreement and Plan of Merger setting forth the details for merging the LLC with and into the Corporation has been approved, adopted, certified, executed and acknowledged by the Corporation and the LLC.

THIRD: That the name of the surviving corporation shall continue to be eSecLending Services, Inc.

FOURTH: That anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation, at any time prior to the time that this Certificate of Merger filed with the Delaware Secretary of State becomes effective.

FIFTH: The Certificate of Incorporation of the Corporation, as amended, as in effect immediately prior to the effective date of the merger, shall continue in full force and effect as the Certificate of Incorporation.

SIXTH: The Agreement and Plan of Merger is on file at 175 Federal Street, Boston, MA 02210, the principal place of business of the Corporation.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Corporation, on request and without cost, to any stockholder of the Corporation or any member of the LLC.

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IN WITNESS WHEREOF, the Corporation, has caused its corporate seal to be affixed and this Certificate of Merger to be signed by an authorized Officer this 2nd day of December, 2006.

By: Walter T.E. Danco
Name: Walter T.E. Danco
Title: President

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 OWNERSHIP, WHICH MERGES:

"ESECLENDING SERVICES, INC.", A DELAWARE CORPORATION, WITH AND INTO "ESECLENDING HOLDINGS (US), INC." UNDER THE NAME OF "ESECLENDING HOLDINGS (US), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 10:55 O'CLOCK A.M.

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

3402439 8100M

061199419



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5316840

DATE: 12-29-06

TRADEMARK
REEL: 003815 FRAME: 0541

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ESECLENDING SERVICES, INC.
a Delaware corporation

WITH AND INTO

ESECLENDING HOLDINGS (US), INC.
a Delaware corporation

Pursuant to Sections 103 and 253 of the
General Corporation Law of the State of Delaware

The undersigned, being a duly authorized officer of eSecLending Holdings (US), Inc., a Delaware corporation (the "Corporation"), does hereby certify, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), to the following facts relating to the merger of eSecLending Services, Inc. (the "Subsidiary"), a Delaware corporation, with and into the Corporation, with the Corporation remaining as the surviving corporation in the merger:

1. The Corporation was incorporated on June 12, 2001 pursuant to and in accordance with the DGCL.
2. The Corporation is the owner of all of the issued and outstanding shares of capital stock of the Subsidiary, a corporation organized and existing under the laws of the State of Delaware.
3. On December 15, 2006, the Board of Directors of the Corporation duly adopted by unanimous written consent resolutions authorizing the merger of the Subsidiary into the Corporation (the "Merger"), pursuant to Section 253 of the DGCL. A true copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
4. The Merger shall become effective upon the filing date of this Certificate of Ownership and Merger.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed and delivered on behalf of the Corporation this 24th day of December, 2006.

ESECLENDING HOLDINGS (US), INC.,
a Delaware corporation

By: Walter T.E. Danco
Name: Walter T.E. Danco
Title: President

EXHIBIT A

**RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS
OF ESECLENDING HOLDINGS (US), INC.**

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS IN LIEU OF
MEETING OF BOARD OF DIRECTORS
OF ESECLENDING HOLDINGS (US), INC.**

December 15, 2006

The undersigned, being all of the directors of eSecLending Holdings (US), Inc., a Delaware corporation (the "Corporation"), do hereby take, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), the following actions by written consent and without a meeting, which actions shall have the same force and effect as if adopted at a meeting called and held at which a quorum was present and acting throughout:

Approval of Merger

WHEREAS, eSecLending Holdings (US), Inc. (the "Corporation") lawfully owns all the issued and outstanding shares of capital stock of eSecLending Services, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Subsidiary"); and

WHEREAS, the Corporation desires to merge into itself the Subsidiary, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary;

NOW, THEREFORE, it is hereby:

RESOLVED: That the Subsidiary be merged with and into the Corporation, with the Corporation as the surviving corporation in the merger (the "Merger"), and that, at and after the effectiveness of the Merger (the "Effective Time"), all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary shall be vested in and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

RESOLVED: That the proper officers of the Corporation (the "Proper Officers") be and they are, and each of them acting singly is, hereby authorized and directed to execute, deliver and acknowledge a Certificate of Ownership and Merger, in substantially the form attached hereto as Exhibit A, and to cause the same to be filed in the office of the Secretary of State of the State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary, appropriate, proper or convenient to effect the Merger.

RESOLVED: That at and after the Effective Time, the Corporation shall assume all of the obligations of the Subsidiary, such that all debts, liabilities, and duties of the Subsidiary shall henceforth attach to the Corporation and may be

enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Corporation.

RESOLVED: That, at the Effective Time, the separate legal existence of the Subsidiary shall cease pursuant to the provisions of the DGCL; and that the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the DGCL.

RESOLVED: That the issued and outstanding shares of capital stock of the Subsidiary shall not be converted in any manner, but each said share which is issued as of the Effective Time of the Merger shall be surrendered and cancelled.

RESOLVED: That the Merger shall become effective upon the effective filing of all documents or instruments necessary to perfect the Merger pursuant to the requirements of the DGCL.

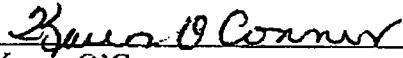
General Authority

RESOLVED: That the Proper Officers are, and each of them acting singly is, hereby authorized and empowered, for and on behalf of the Corporation, to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all such acts and things as they, or any one of them, may deem necessary, appropriate or desirable in order to enable the Corporation fully and promptly to carry out the purposes and intents of the foregoing resolutions, the authority of such Proper Officer to be conclusively evidenced by his or her execution of any such document, paper or instrument.

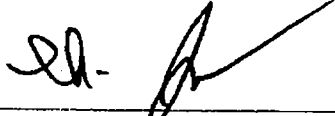
RESOLVED: That any and all acts and deeds of any Proper Officer taken prior to the date hereof that are within the authority conferred by the foregoing resolutions are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Corporation.

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The undersigned further directs that this Consent shall take effect immediately as of the date first written above and shall be filed with the minute book of the Corporation with the minutes of the Board of Directors.



Karen O'Connor



Christopher Jaynes



Susan C. Peters

Delaware

PAGE 1

The First State

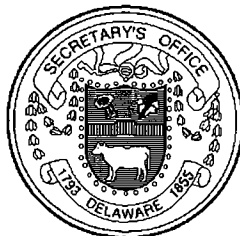
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ESECLENDING HOLDINGS (US), INC.", A DELAWARE CORPORATION, WITH AND INTO "ESL ACQUISITION CORP." UNDER THE NAME OF "ESECLENDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 10:56 O'CLOCK A.M.

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

4111413 8100M

061199496



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5316873

DATE: 12-29-06

TRADEMARK
REEL: 003815 FRAME: 0548

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ESECLENDING HOLDINGS (US), INC.
a Delaware corporation

WITH AND INTO

ESL ACQUISITION CORP.
a Delaware corporation

Pursuant to Sections 103 and 253 of the
General Corporation Law of the State of Delaware

The undersigned, being a duly authorized officer of ESL Acquisition Corp., a Delaware corporation (the "Corporation"), does hereby certify, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), to the following facts relating to the merger of eSecLending Holdings (US), Inc. (the "Subsidiary"), a Delaware corporation, with and into the Corporation, with the Corporation remaining as the surviving corporation in the merger:

1. The Corporation was incorporated on March 16, 2006 pursuant to and in accordance with the DGCL.
2. The Corporation is the owner of all of the issued and outstanding shares of capital stock of the Subsidiary, a corporation organized and existing under the laws of the State of Delaware.
3. On December 5, 2006, the Board of Directors of the Corporation duly adopted by unanimous written consent resolutions authorizing the merger of the Subsidiary into the Corporation (the "Merger"), pursuant to Section 253 of the DGCL. A true copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.
4. The Corporation relinquishes its corporate name and assumes in place thereof the name eSecLending, Inc.
5. The Merger shall become effective upon the filing date of this Certificate of Ownership and Merger.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed and delivered on behalf of the Corporation this 2nd day of December, 2006.

ESL ACQUISITION CORP.,
a Delaware corporation

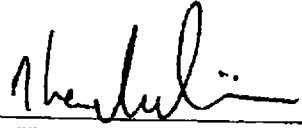
By: 
Name: Kenneth T. Schiciano
Title: President

EXHIBIT A

**RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS
OF ESL ACQUISITION CORP.**

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS IN LIEU OF
MEETING OF BOARD OF DIRECTORS
OF ESL ACQUISITION CORP.**

December 6, 2006

The undersigned, being all of the directors of ESL Acquisition Corp., a Delaware corporation (the "Corporation"), do hereby take, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), the following actions by written consent and without a meeting, which actions shall have the same force and effect as if adopted at a meeting called and held at which a quorum was present and acting throughout:

Approval of Merger

WHEREAS, ESL Acquisition Corp. (the "Corporation") lawfully owns all the issued and outstanding shares of capital stock of eSecLending Holdings (US), Inc., a corporation organized and existing under the laws of the State of Delaware (the "Subsidiary"); and

WHEREAS, the Corporation desires to merge into itself the Subsidiary, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary;

NOW, THEREFORE, it is hereby:

RESOLVED: That the Subsidiary be merged with and into the Corporation, with the Corporation as the surviving corporation in the merger (the "Merger"), and that, at and after the effectiveness of the Merger (the "Effective Time"), all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary shall be vested in and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

RESOLVED: That the proper officers of the Corporation (the "Proper Officers") be and they are, and each of them acting singly is, hereby authorized and directed to execute, deliver and acknowledge a Certificate of Ownership and Merger, in substantially the form attached hereto as Exhibit A, and to cause the same to be filed in the office of the Secretary of State of the State of Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary, appropriate, proper or convenient to effect the Merger.

RESOLVED: That at and after the Effective Time, the Corporation shall assume all of the obligations of the Subsidiary, such that all debts, liabilities, and duties

of the Subsidiary shall henceforth attach to the Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Corporation.

RESOLVED: That, at the Effective Time, the separate legal existence of the Subsidiary shall cease pursuant to the provisions of the DGCL; and that the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the DGCL.

RESOLVED: That the issued and outstanding shares of capital stock of the Subsidiary shall not be converted in any manner, but each said share which is issued as of the Effective Time of the Merger shall be surrendered and cancelled.

RESOLVED: That the Merger shall become effective upon the effective filing of all documents or instruments necessary to perfect the Merger pursuant to the requirements of the DGCL.

Approval of Name Change

RESOLVED: That the Corporation relinquishes its corporate name and assumes in place thereof the name of eSecLending, Inc.

RESOLVED: That Article First of the Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

“FIRST: The name of this Corporation shall be eSecLending, Inc.”

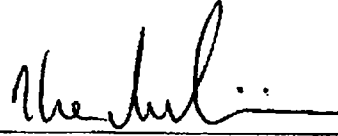
General Authority

RESOLVED: That the Proper Officers are, and each of them acting singly is, hereby authorized and empowered, for and on behalf of the Corporation, to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all such acts and things as they, or any one of them, may deem necessary, appropriate or desirable in order to enable the Corporation fully and promptly to carry out the purposes and intents of the foregoing resolutions, the authority of such Proper Officer to be conclusively evidenced by his or her execution of any such document, paper or instrument.

RESOLVED: That any and all acts and deeds of any Proper Officer taken prior to the date hereof that are within the authority conferred by the foregoing resolutions are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Corporation.

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The undersigned further directs that this Consent shall take effect immediately as of the date first written above and shall be filed with the minute book of the Corporation with the minutes of the Board of Directors.



Kenneth T. Schiciano