

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/23/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Instill Corporation		06/23/2008	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Interceptor Acquisition Sub, Inc.
Street Address:	c/o iTradeNetwork, Inc.
Internal Address:	5959 Las Positas Road, 2nd Floor
City:	Pleasanton
State/Country:	CALIFORNIA
Postal Code:	94588
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2012246	E STORE
Registration Number:	2509980	INSTILL
Registration Number:	2509112	INSTILL PURCHASE INSIGHT
Registration Number:	2518082	INSTILL PURCHASE WEB
Registration Number:	2463806	

CORRESPONDENCE DATA

Fax Number: (212)446-4900
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212)446-4800
 Email: hsmith@kirkland.com
 Correspondent Name: Hayley M. Smith, Sr. Legal Assistant
 Address Line 1: Kirkland & Ellis LLP
 Address Line 2: 153 E. 53rd Street

CH \$140.00 2012246

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: KKR TM MERGER (HS)

NAME OF SUBMITTER: Hayley Smith

Signature: //Hayley Smith//

Date: 08/05/2008

Total Attachments: 4
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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:

"INSTILL CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "INTERCEPTOR ACQUISITION SUB, INC." UNDER THE NAME OF "INSTILL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 2008, AT 9:04 O'CLOCK P.M.

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



4533243 8100M

080721212

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6683715

DATE: 06-24-08

TRADEMARK
REEL: 003829 FRAME: 0016

CERTIFICATE OF MERGER
OF
INSTILL CORPORATION
WITH AND INTO
INTERCEPTOR ACQUISITION SUB, INC.

Adopted in accordance with the provisions of Section 252
of the General Corporation Law of the State of Delaware

The undersigned, the President of Interceptor Acquisition Sub, Inc., a Delaware corporation, hereby certifies in connection with the merger of Instill Corporation, a California corporation, and Interceptor Acquisition Sub, Inc. that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Interceptor Acquisition Sub, Inc.	Delaware
Instill Corporation	California

2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware, to wit, by the Interceptor Acquisition Sub, Inc., in the same manner as provided in Section 252 of the General Corporation Law of the State of Delaware, and by Instill Corporation, in accordance with the laws of its state of incorporation.

3. The name of the surviving corporation of the merger is Interceptor Acquisition Sub, Inc.

4. The certificate of incorporation of the surviving corporation shall be amended and restated in its entirety by virtue of the merger as set forth on Exhibit A attached hereto and shall change its name to Instill Corporation as set forth therein.

5. The executed agreement and plan of merger is on file at an office of the surviving corporation. The address of the office of the surviving corporation at which the agreement of merger is filed is Interceptor Acquisition Sub, Inc. c/o iTradeNetwork, Inc., 5959 W. Las Positas Road., 2nd Floor, Pleasanton, CA 94588.

6. A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The total number of shares which Instill Corporation, a California corporation, is authorized to issue is 105,657,507 shares, 75,000,000 shares of which are common stock, no par value, and 30,657,507 shares of which are preferred stock, no par value.

8. The effective date of the merger shall be upon filing.

* * * * *

Interceptor Acquisition Sub, Inc. has caused the Certificate to be signed by Robert Bonavito, its authorized officer, this 23rd day of June, 2008.

Interceptor Acquisition Sub, Inc.

By: /s/ Robert Bonavito
Robert Bonavito, President