

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/29/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CMGI, Inc.		09/29/2008	CORPORATION:

**RECEIVING PARTY DATA**

Name:	ModusLink Global Solutions, Inc.
Street Address:	1100 Winter Street
Internal Address:	Suite 4600
City:	Waltham
State/Country:	MASSACHUSETTS
Postal Code:	02451
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	77564732	MODUSLINK GLOBAL SOLUTIONS
Serial Number:	77566577	MODUSLINK GLOBAL SOLUTIONS
Registration Number:	2118677	@VENTURES
Registration Number:	2406975	CMGI
Registration Number:	2406976	CMGI

**CORRESPONDENCE DATA**

Fax Number: (949)654-5481  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 9496545468  
 Email: arnold@fr.com  
 Correspondent Name: Leslie Arnold  
 Address Line 1: P.O. Box 1022  
 Address Line 2: Fish & Richardson P.C.

CH \$140.00 77564732

Address Line 4: Minneapolis, MINNESOTA 55440-1022

ATTORNEY DOCKET NUMBER: 14934-0053001

NAME OF SUBMITTER: Leslie Arnold

Signature: /lya/

Date: 12/02/2008

**Total Attachments: 4**

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# Delaware

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*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:

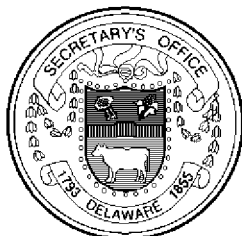
"MODUSLINK GLOBAL SOLUTIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "CMGI, INC." UNDER THE NAME OF "MODUSLINK GLOBAL SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2008, AT 1:35 O'CLOCK P.M.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6881791

DATE: 09-29-08

TRADEMARK  
REEL: 003896 FRAME: 0911

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**MODUSLINK GLOBAL SOLUTIONS, INC.**

**WITH AND INTO**

**CMGI, INC.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware.

CMGI, Inc., a Delaware corporation (the "Corporation") does hereby certify to the following facts relating to the merger (the "Merger") of ModusLink Global Solutions, Inc., a Delaware corporation (the "Merger Sub"), with and into the Corporation, with the Corporation remaining as the surviving corporation under the name of ModusLink Global Solutions, Inc.:

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Merger Sub is incorporated pursuant to the DGCL.

SECOND: The Corporation owns all of the outstanding stock of the Merger Sub.

THIRD: The Board of Directors of the Corporation, by the following resolutions duly adopted on September 24, 2008, determined to merge the Merger Sub with and into the Corporation pursuant to Section 253 of the DGCL:

**WHEREAS:** The Corporation desires to change its name to "ModusLink Global Solutions, Inc." (the "Name Change") pursuant to Section 253(b) of the Delaware General Corporation Law;

**WHEREAS:** In order to effect the Name Change, the Corporation desires to incorporate a corporation named "ModusLink Global Solutions, Inc." (the "Merger Sub") under the Delaware General Corporation Law and to acquire one thousand (1,000) shares of common stock, par value of \$.01 per share, of the Merger Sub (collectively, the "Incorporation");

**WHEREAS:** Following the effectiveness of the Incorporation, the Corporation will own all of the outstanding shares of the capital stock of the Merger Sub; and

**WHEREAS:** In order to effect the Name Change the Board of Directors of the Corporation has deemed it advisable that the Merger Sub be merged with and into the Corporation (the "Merger") pursuant to Section 253 of the General Corporation following the effectiveness of the Incorporation.

NOW, THEREFORE, BE IT AND IT HEREBY IS:

**RESOLVED:** That on September 29, 2008, the Corporation is hereby authorized to effect the Name Change by merging the Merger Sub with and into the Corporation pursuant to Section 253 of the General Corporation Law.

**FURTHER  
RESOLVED:**

That by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock, par value \$.01 per share, of the Corporation (the "Common Stock") shall remain unchanged and continue to remain outstanding as one share of Common Stock, held by the person who was the holder of such share of Common Stock immediately prior to the Merger.

**FURTHER  
RESOLVED:**

That by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock, par value \$.01 per share, of the Merger Sub shall be cancelled and no consideration shall be issued in respect thereof.

**FURTHER  
RESOLVED:**

That the Restated Certificate of Incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article FIRST thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is ModusLink Global Solutions, Inc."

**FURTHER  
RESOLVED:**

That the Chairman, President and Chief Executive Officer, the Chief Financial Officer and the Executive Vice President, General Counsel and Secretary (the "Proper Officers") of the Corporation be and they hereby are authorized and directed to do all acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Name Change, the Incorporation and the Merger.

**FURTHER  
RESOLVED:**

That the Proper Officers of the Corporation be and they hereby are authorized and directed, following the effectiveness of the Incorporation, to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, a certificate of ownership and merger for the purpose of consummating the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

FOURTH: The Corporation shall be the surviving corporation of the Merger.

FIFTH: The certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article I thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is ModusLink Global Solutions, Inc."

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 29th day of September, 2008.

CMGI, INC.

By: 

Name: Peter L. Gray

Title: Executive Vice President, General  
Counsel and Secretary