

USPTO

8/23/2010 4:31:14 PM PAGE 4/006 Fax Server

TO: TRUSTWAVE HOLDINGS, INC. COMPANY: 70 W. MADISON ST., SUITE 1050

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
Stylesheet Version v1.108/20/2010  
900169887

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	MERGER														
EFFECTIVE DATE:	03/14/2005														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Ambiron, LLC</td> <td></td> <td>08/20/2010</td> <td>LIMITED LIABILITY COMPANY:</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Ambiron, LLC		08/20/2010	LIMITED LIABILITY COMPANY:				
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Ambiron, LLC		08/20/2010	LIMITED LIABILITY COMPANY:												
RECEIVING PARTY DATA															
<table border="1"> <tr> <td>Name:</td> <td>Trustwave Holdings, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>70 W. Madison St., Suite 1050</td> </tr> <tr> <td>City:</td> <td>Chicago</td> </tr> <tr> <td>State/Country:</td> <td>ILLINOIS</td> </tr> <tr> <td>Postal Code:</td> <td>60602</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: DELAWARE</td> </tr> </table>				Name:	Trustwave Holdings, Inc.	Street Address:	70 W. Madison St., Suite 1050	City:	Chicago	State/Country:	ILLINOIS	Postal Code:	60602	Entity Type:	CORPORATION: DELAWARE
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Street Address:	70 W. Madison St., Suite 1050														
City:	Chicago														
State/Country:	ILLINOIS														
Postal Code:	60602														
Entity Type:	CORPORATION: DELAWARE														
PROPERTY NUMBERS Total: 1															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>2877066</td> <td>AMBIRON</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	2877066	AMBIRON						
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Registration Number:	2877066	AMBIRON													
CORRESPONDENCE DATA															
<p>Fax Number: (443)782-0470  <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i></p> <p>Phone: 312-873-7489  Email: legal@trustwave.com  Correspondent Name: Trustwave Holdings, Inc.  Address Line 1: 70 W. Madison St., Suite 1050  Address Line 4: Chicago, ILLINOIS 60602</p>															
NAME OF SUBMITTER:	Annabel R. Lewis														
Signature:	/annabel r. lewis/														
Date:	08/20/2010														

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TRADEMARK  
REEL: 004266 FRAME: 0755

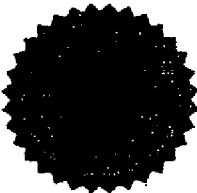
# Delaware

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 INCORPORATION OF "TRUSTWAVE HOLDINGS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MARCH, A.D. 2005, AT 6:28 O'CLOCK P.M.

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



3939737 8100

050212809

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3742813

DATE: 03-15-05

TRADEMARK

REEL: 004266 FRAME: 0756

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 07:23 PM 03/14/2005  
 FILED 06:28 PM 03/14/2005  
 SRV 050212809 - 3939737 FILE

TRUSTWAVE HOLDINGS, INC.  
 CERTIFICATE OF INCORPORATION

The undersigned Incorporator, for the purpose of forming a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code 1953, as amended (the "DGCL"), does hereby certify as follows:

FIRST

The name of the corporation is TrustWave Holdings, Inc. (the "Corporation").

SECOND

The registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, State of Delaware. The name of the registered agent at that address is The Corporation Trust Company.

THIRD

The purpose of the Corporation is to engage in any lawful acts or activities for which corporations may be organized under the DGCL.

FOURTH

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Phillip J. Smith	201 Defense Highway, Suite 100 Annapolis, Maryland 21401

FIFTH

A. AUTHORIZED SHARES.

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 106,674,191 shares, divided into (i) 84,216,300 shares of common stock, par value \$0.0001 per share (the "Common Stock") of which: (A) 78,187,857 shares shall be designated as Class A Voting Common Stock (the "Class A Common Stock") and (B) 6,028,443 shares shall be designated as Class B Non-Voting Common Stock (the "Class B Common Stock"); and (ii) 22,457,891 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock") of which: (A) 10,952,633 shares shall be designated as Series A-1 Preferred Stock (the "Series A-1 Preferred Stock"), and (B) 11,505,258 shares shall be designated as Series

1-PR/1260857. 11

TRADEMARK

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## CONTRIBUTION AGREEMENT

THIS CONTRIBUTION AGREEMENT (this "Agreement"), dated as of March 14, 2005, is by and among TrustWave Holdings, Inc., a Delaware corporation ("Holdings"), TrustWave Corporation, a Delaware corporation ("TrustWave"), each of the holders of securities of TrustWave as listed on Schedule A attached hereto (each hereinafter referred to as a "TrustWave Securityholder" and collectively as the "TrustWave Securityholders"), Ambiron, LLC, an Illinois limited liability company ("Ambiron"), and each of the holders of securities of Ambiron as listed on Schedule B attached hereto other than Michael Persico ("Persico") (each, other than Persico, hereinafter referred to as an "Ambiron Securityholder" and collectively as the "Ambiron Securityholders"). TrustWave Securityholders and Ambiron Securityholders are sometimes referred to collectively as "Securityholders" and individually as a "Securityholder."

### RECITALS

WHEREAS, Ambiron is a privately held security advisory firm providing enterprise information and payment security solutions to large and mid-sized businesses (the "Ambiron Business");

WHEREAS, TrustWave is a privately held corporation providing corporate, Internet and e-commerce security and information assurance and vulnerability and compliance solutions to a wide range of corporate, education and government clients (the "TrustWave Business," and together with the Ambiron Business, the "Holdings Business");

WHEREAS, the TrustWave Securityholders currently own, and as of the Closing Date (as hereinafter defined) will own, in the aggregate, one hundred percent (100%) of the issued and outstanding securities of TrustWave as set forth on Schedule A attached hereto, and the Ambiron Securityholders currently own, and as of the Closing Date (as hereinafter defined) will own, in the aggregate, one hundred percent (100%) of the issued and outstanding securities of Ambiron as set forth on Schedule B attached hereto other than the Class B Units owned by Persico as set forth on Schedule B (the "Persico Units");

WHEREAS, Ambiron has exercised its option under the Ambiron Operating Agreement (as hereafter defined) to purchase all of the Persico Units;

WHEREAS, each of the TrustWave Securityholders desires to transfer and assign to Holdings all of its respective interest in and to the issued and outstanding securities of TrustWave, and each of the Ambiron Securityholders desires to transfer and assign to Holdings all of his respective interest in and to the issued and outstanding securities of Ambiron, which would result in Holdings owning one hundred percent (100%) of the equity securities of each of TrustWave and Ambiron (other than, in the case of Ambiron, the Persico Units); and