

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/13/2009		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Instar Corporation	FORMERLY Rating Services, Inc.	10/13/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Vertafore, Inc.		
<b>Street Address:</b>	11724 NE 195th Street		
<b>City:</b>	Bothell		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	98011		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2839885	INSTAR	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(207)791-1350		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	207-791-1100		
Email:	trademark@pierceatwood.com		
Correspondent Name:	Peter J. Guffin		
Address Line 1:	One Monument Square		
Address Line 4:	Portland, MAINE 04101		
ATTORNEY DOCKET NUMBER:	21397/8476 (INSTAR)		
NAME OF SUBMITTER:	Nathaniel D. Bryans		
Signature:	/Nathaniel D. Bryans/		

CH \$40.00 2839885

**900175442**

**TRADEMARK  
 REEL: 004308 FRAME: 0472**

Date:

11/02/2010

**Total Attachments: 9**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"AMS CONNECTIVITY SERVICES, INC.", A CALIFORNIA CORPORATION,  
"CIS SOLUTIONS, INC.", A DELAWARE CORPORATION,  
"INSTAR CORPORATION", A DELAWARE CORPORATION,  
"SILVERPLUME RATINGS SOLUTIONS, INC.", A NEBRASKA CORPORATION,

"SILVERPLUME REFERENCE SYSTEMS, INC.", A DELAWARE CORPORATION,

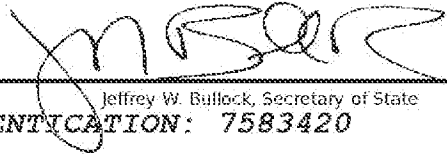
WITH AND INTO "VERTAFORE, INC." UNDER THE NAME OF "VERTAFORE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF OCTOBER, A.D. 2009, AT 6:49 O'CLOCK P.M.

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

2079636 8100M

090932778



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7583420

DATE: 10-14-09

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

TRADEMARK  
REEL: 004308 FRAME: 0474

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Instar Corporation, a Delaware corporation  
Silverplume Reference Systems, Inc., a Delaware corporation  
CIS Solutions, Inc., a Delaware corporation  
AMS Connectivity Services, Inc, a California corporation  
SilverPlume Ratings Solutions, Inc., a Nebraska corporation

INTO

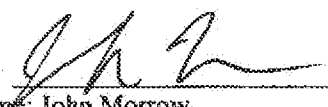
Vertafore, Inc., a Delaware corporation

It is hereby certified that pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the "DGCL"), the undersigned Corporation organized and existing under and by virtue of the DGCL executed the following Certificate and Ownership of Merger:

1. Vertafore, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of the following entities:
  - Instar Corporation, a Delaware corporation, incorporated on October 3, 2000;
  - Silverplume Reference Systems, Inc., a Delaware corporation, incorporated on December 5, 1988;
  - CIS Solutions, Inc., a Delaware corporation, incorporated on November 9, 2004;
  - AMS Connectivity Services, Inc. a California corporation, incorporated on February 22, 2001; and
  - SilverPlume Ratings Solutions, Inc., a Nebraska corporation, incorporated on March 16, 1979 (each a "Merging Entity" and collectively, the "Merging Entities").
3. The California Corporations Code and the Business Corporations Act of the State of Nebraska permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges the Merging Entities into the Corporation.
5. Attached as Exhibit A is a copy of the resolutions adopted on July ~~23~~ 2009 by the Board of Directors of the Corporation to merge the said Merging Entities into the Corporation.

Executed on ~~October~~ 13, 2009

VERTAFORE, INC.

By:   
Name: John Morrow  
Title: Senior Vice President, General Counsel  
and Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

EXHIBIT A

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF VERTAFORE, INC.

## MERGER OF DELAWARE SUBSIDIARIES

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$0.01 per share, of Instar Corporation, a Delaware corporation ("Instar") which shares constitute all of the issued and outstanding shares of capital stock of Instar, and, accordingly, Instar is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$1.00 per share, of Silverplume Reference Systems, Inc., a Delaware corporation ("Silverplume") which shares constitute all of the issued and outstanding shares of capital stock of Silverplume, and, accordingly, Silverplume is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$0.01 per share, of CIS Solutions, Inc., a Delaware corporation ("CIS") which shares constitute all of the issued and outstanding shares of capital stock of CIS, and, accordingly, CIS is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interests of the Corporation for Instar, Silverplume, and CIS to merge with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL");

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Instar, Silverplume, and CIS into the Corporation, substantially in the form attached hereto as Exhibit A (the "Certificate of Ownership and Merger").

NOW, THEREFORE, BE IT RESOLVED, that Instar, Silverplume, and CIS be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Instar, Silverplume, and CIS be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Instar, Silverplume, and CIS in each such name;

RESOLVED, that this Corporation shall assume all of the obligations of Instar, Silverplume, and CIS;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of Instar, Silverplume, and CIS, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the Certificate of Ownership and Merger is hereby authorized and approved; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware.

#### MERGER OF THE CALIFORNIA SUBSIDIARY

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, no par value, of AMS Connectivity Services, Inc., a California corporation ("AMS") which shares constitute all of the issued and outstanding shares of capital stock of AMS, and, accordingly, AMS is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interests of the Corporation for AMS to merge with and into the Corporation pursuant to Section 253 of the DGCL and pursuant to Section 1110(g) of the California Corporations Code; and

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge AMS into the Corporation, substantially in the form attached hereto as Exhibit A, the Certificate of Ownership and Merger.

NOW, THEREFORE, BE IT RESOLVED, that AMS be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of AMS be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by AMS in its name;

RESOLVED, that this Corporation shall assume all of the obligations of AMS;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of AMS shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the Certificate of Ownership and Merger is hereby authorized and approved; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware and in the Office of the Secretary of State of California.

## MERGER OF NEBRASKA SUBSIDIARY

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$1.00 per share, of SilverPlume Ratings Solutions, Inc., a Nebraska corporation ("SilverPlume Ratings") which shares constitute all of the issued and outstanding shares of capital stock of SilverPlume Ratings, and, accordingly, SilverPlume Ratings is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interest of the Corporation for SilverPlume Ratings to merge with and into the Corporation pursuant to Section 253 of the DGCL and pursuant to Section 21-20,134 of the Business Corporations Act of the State of Nebraska;

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge SilverPlume Ratings into the Corporation, substantially in the form attached hereto as Exhibit A, the Certificate of Ownership and Merger; and

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to enter into a Plan of Merger between the Corporation and SilverPlume Ratings substantially in the form attached hereto as Exhibit B (the "SilverPlume Ratings Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that SilverPlume Ratings be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of SilverPlume Ratings be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by SilverPlume Ratings in its name;

RESOLVED, that this Corporation shall assume all of the obligations of SilverPlume Ratings;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of SilverPlume Ratings shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the SilverPlume Ratings Plan of Merger and the Certificate of Ownership and Merger is hereby authorized and approved;

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware;



RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, Articles of Merger; and that such officers are hereby authorized and directed to cause such executed Articles of Merger to be filed in the office of the Secretary of State of Nebraska; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to make in the name and on behalf of the Corporation a request for publication of a Notice of Merger in accordance with Section 21-20,189 of the Business Corporations Act of the State of Nebraska.

#### MERGER OF COLORADO SUBSIDIARY

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding limited liability company interests of Vertafore Services, LLC ("Vertafore Services") which constitute all of the issued and outstanding limited liability company interests of Vertafore Services, and, accordingly, Vertafore Services is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interest of the Corporation for Vertafore Services to merge with and into the Corporation pursuant to Section 264 of the DGCL and pursuant to Section 7-90-203 of the Colorado Revised Statutes;

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Merger of Domestic Corporation and Foreign Limited Liability Company to merge Vertafore Services into the Corporation, substantially in the form attached hereto as Exhibit C, (the "Certificate of Merger of Domestic Corporation and Foreign Limited Liability Company"); and

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to enter into an Agreement and Plan of Merger between the Corporation and Vertafore Services substantially in the form attached hereto as Exhibit D (the "Vertafore Services Agreement and Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that Vertafore Services be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Vertafore Services be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Vertafore Services in its name;

RESOLVED, that this Corporation shall assume all of the obligations of Vertafore Services;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding limited liability company interests of Vertafore Services, LLC shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the

issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the Vertafore Services Agreement and Plan of Merger and the Certificate of Merger of Domestic Corporation and Foreign Limited Liability Company is hereby authorized and approved;

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Merger of Domestic Corporation and Foreign Limited Liability Company; and that such officers are hereby authorized and directed to cause such executed Certificate of Merger to be filed in the office of the Secretary of State of Delaware; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, a Statement of Merger; and that such officers are hereby authorized and directed to cause such executed Statement of Merger to be filed in the office of the Secretary of State of Colorado.

#### MERGER OF GEORGIA SUBSIDIARY

WHEREAS, the Corporation owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of no par value common stock of ImageRight, Inc., a Georgia corporation ("ImageRight") which shares constitute all of the issued and outstanding shares of capital stock of ImageRight, and, accordingly, ImageRight is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Board of Directors of the Corporation deems and declares it desirable and in the best interest of the Corporation for ImageRight to merge with and into the Corporation pursuant to Section 253 of the DGCL and pursuant to Sections 14-2-1104 and 14-2-1107 of the Georgia Business Corporation Code;

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge ImageRight into the Corporation, substantially in the form attached hereto as Exhibit A, the Certificate of Ownership and Merger; and

WHEREAS, the Board of Directors of the Corporation has determined it to be in the best interests of the Corporation to enter into a Plan of Merger between the Corporation and ImageRight substantially in the form attached hereto as Exhibit E (the "ImageRight Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that ImageRight be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of ImageRight be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by ImageRight in its name;

RESOLVED, that this Corporation shall assume all of the obligations of ImageRight;

RESOLVED, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of ImageRight shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of the Corporation shall continue to be issued and outstanding;

RESOLVED, that the Merger as contemplated by the ImageRight Plan of Merger and the Certificate of Ownership and Merger is hereby authorized and approved;

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware;

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation, Articles of Merger; and that such officers are hereby authorized and directed to cause such executed Articles of Merger to be filed in the office of the Secretary of State of Georgia; and

RESOLVED, that the President or any Officer of the Corporation, acting individually, including the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to make in the name and on behalf of the Corporation a request for publication of a Notice of Merger in accordance with Section 14-2-1105.1 of the Georgia Business Corporation Code.

**GENERAL AUTHORIZATION OF MERGER OF  
DELAWARE, CALIFORNIA, NEBRASKA, COLORADO AND GEORGIA SUBSIDIARIES**

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the States of Delaware, California, Colorado, Nebraska, Georgia and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the States of Delaware, California, Colorado, Nebraska, Georgia and within any other appropriate jurisdiction as such officers or directors, deem necessary, appropriate or advisable in order to carry out and effectuate the mergers contemplated in these resolutions.

RESOLVED FURTHER, that each of the officers of the Corporation are hereby authorized and directed to execute and deliver any and all documents and to take such other action as such person deems necessary, advisable, or appropriate to carry out the purposes and intent, but within the limitations, of the foregoing resolutions.

RESOLVED FURTHER, that all of the lawful actions taken by the officers of the Corporation prior to the date of these resolutions in connection with the mergers contemplated herein be, and they hereby are, ratified in all respects.