

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	MERGER														
EFFECTIVE DATE:	08/26/2009														
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>TW Vericept Corporation</td> <td></td> <td>08/26/2009</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	TW Vericept Corporation		08/26/2009	CORPORATION: DELAWARE				
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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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PROPERTY NUMBERS Total: 3															
<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>2714702</td> <td>V</td> </tr> <tr> <td>Registration Number:</td> <td>2745074</td> <td>V VERICEPT</td> </tr> <tr> <td>Registration Number:</td> <td>3353148</td> <td>VERICEPT</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	2714702	V	Registration Number:	2745074	V VERICEPT	Registration Number:	3353148	VERICEPT
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Registration Number:	2714702	V													
Registration Number:	2745074	V VERICEPT													
Registration Number:	3353148	VERICEPT													
CORRESPONDENCE DATA															
Fax Number:	(443)782-0470														
Phone:	781-419-6349														
Email:	legal@trustwave.com														
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>															
Correspondent Name:	Annabel Lewis														
Address Line 1:	70 W. Madison St., Suite 1050														
Address Line 4:	Chicago, ILLINOIS 60602														
NAME OF SUBMITTER:	Annabel Lewis														

Signature:	/annabel lewis/
Date:	01/03/2012
<b>Total Attachments: 4</b> source=Name of Merger Subsidiary changed to TW Vericept Corporation which is owned by Trustwave#page1.tif source=Name of Merger Subsidiary changed to TW Vericept Corporation which is owned by Trustwave#page2.tif source=Name of Merger Subsidiary changed to TW Vericept Corporation which is owned by Trustwave#page3.tif source=Trustwave Holdings Inc owns TW Vericept Corporation Merger Agreement 2009#page1.tif	

# 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 MERGER, WHICH MERGES:

"VERICEPT CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "TRUSTWAVE ACQUISITION, INC." UNDER THE NAME OF "TW VERICEPT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2009, AT 6:56 O'CLOCK P.M.

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

4712635 8100M

090811023



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7497143

DATE: 08-27-09

TRADEMARK  
REEL: 004690 FRAME: 0448

CERTIFICATE OF MERGER  
PURSUANT TO SECTION 251(c) OF THE  
DELAWARE GENERAL CORPORATION LAW

MERGER OF  
VERICEPT CORPORATION,  
a Delaware corporation  
INTO  
TRUSTWAVE ACQUISITION, INC.,  
a Delaware corporation

Trustwave Acquisition, Inc., a Delaware corporation, hereby certifies as follows:

1. The names and states of incorporation of the constituent corporations are: Trustwave Acquisition, Inc., a Delaware corporation, and Vericept Corporation, a Delaware corporation.
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.
3. The name of the surviving corporation is: Trustwave Acquisition, Inc., a Delaware corporation.
4. The certificate of incorporation of the surviving corporation is amended in its entirety to read as provided in Exhibit A, attached hereto.
5. The executed agreement of merger is on file at the principal place of business of the surviving corporation, which is located at:

70 West Madison Street, Suite 1050  
Chicago, Illinois 60602

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

Executed and acknowledged as of this 26<sup>th</sup> day of August, 2009.

TRUSTWAVE ACQUISITION, INC., a Delaware  
corporation

By: Robert J. McCullen  
Robert J. McCullen  
Its Chief Executive Officer

**EXHIBIT A**

**STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
OF TW VERICEPT CORPORATION**

**FIRST:** The name of this corporation shall be TW Vericept Corporation.

**SECOND:** Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle and its registered agent at such address is Corporation Service Company.

**THIRD:** The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which this corporation is authorized to issue is 1,000 common shares with a par value of \$0.01 per share.

**FIFTH:** The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

## AGREEMENT AND PLAN OF MERGER AND REORGANIZATION

This AGREEMENT AND PLAN OF MERGER AND REORGANIZATION (this "Agreement") is made and entered into as of August 26, 2009, by and among TrustWave Holdings, Inc., a Delaware corporation ("Buyer"), TrustWave Acquisition, Inc., a Delaware corporation ("Merger Sub"), Vericept Corporation, a Delaware corporation (the "Company"), Sigma Partners 6, L.P. ("SP6"), Sigma Associates 6, L.P. ("SA6"), Sigma Investors 6, L.P. ("SI6"), William Blair Capital Partners VII QP, L.P. ("WBQ"), William Blair Capital Partners VII, L.P. ("WBCP"), GCP IV Affiliates, L.P. ("GCP"), Globespan Capital Partners IV GmbH & Co. KG ("KG"), JAFCO Globespan USIT IV, L.P. ("USIT"), Globespan Capital Partners (Cayman) IV, L.P. ("Cayman"), Globespan Capital Partners IV, L.P. ("Globespan"), Sequel Limited Partnership III ("SLP"), Sequel Entrepreneurs' Fund III, L.P. ("SEP"), David Parkinson ("DP") and James M. Barker ("Barker" and, together with SP6, SA6, SI6, WBQ, WBCP, GCP, KG, USIT, Cayman, Globespan, SLP SEP and DP, the "Major Stockholders"). Capitalized terms used in this Agreement are referenced in the attached Exhibit A.

### RECITALS

A. The Company is engaged in the business of providing its customers with data loss prevention and protection solutions through its portfolio of software products and related services (the "Business").

B. The stockholders of the Company listed on the attached Schedule A (individually a "Stockholder" and collectively, the "Stockholders"), in the aggregate, own all of the issued and outstanding capital stock of the Company.

C. The Major Stockholders own, in the aggregate, over ninety percent (90%) of the issued and outstanding capital stock of the Company, on a fully-diluted basis, and hold the promissory notes issued by the Company (the "Company Notes") listed on the attached Schedule B.

D. Buyer owns one hundred percent (100%) of the issued and outstanding capital stock of Trustwave Intermediate, Inc., a Delaware corporation, which in turn owns one hundred percent (100%) of the issued and outstanding capital stock of Merger Sub.

E. The Boards of Directors of the Company, Buyer and Merger Sub believe it is in the best interests of their respective companies and the stockholders of their respective companies that the Company and Merger Sub combine into a single company through the merger of the Company with and into Merger Sub (the "Merger") and, in furtherance thereof, have approved the Merger.

F. Pursuant to the Merger, among other things, the Company Notes shall be converted into shares of the Class A Voting Common Stock, \$0.0001 par value, of Buyer (the "Buyer Common Stock"), at the rate set forth herein.