

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/14/2005		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	NetSafe, Inc.		03/14/2005
			Entity Type
			CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	Trustwave Holdings, Inc.		
Street Address:	70 W. Madison St., Suite 1050		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60602		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3024238	TRUSTWAVE
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		

OP \$40.00 3024238

**Total Attachments: 7**

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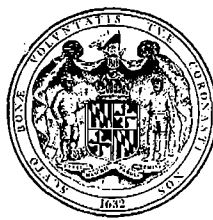
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**Department of  
Assessments and Taxation**

Quarterly Division



**Parris N. Glendening**  
Governor

**Ronald W. Wineholt**  
Director

**Paul B. Anderson**  
Administrator

NETSAFE, INC.  
115 CATHEDRAL AVENUE  
ANAPOLIS

MD 21401

Date: 07-12-2000

This letter is to confirm acceptance of the following filing:

ENTITY NAME: . . . . TRUSTWAVE CORP.  
DEPARTMENT ID : DO4263976  
TYPE OF REQUEST : ARTICLES OF AMENDMENT  
DATE FILED : 07-06-2000  
TIME FILED : 10:17-AM  
RECORDING FEE : \$20.00  
FILING NUMBER : 1000201410000000  
CUSTOMER ID : 0000429797  
WORK ORDER NUMBER : 0000334097

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201  
Telephone (410) 767-1350  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097

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chtacc

**TRADEMARK**

**CERTIFICATE OF MERGER**

**OF**

**TRUSTWAVE CORPORATION**  
(a Maryland corporation)

**WITH AND INTO**

**TRUSTWAVE MERGER CORP.**  
(a Delaware corporation)

\*\*\*\*\*  
*In accordance with the provisions of Section 252 of the  
General Corporation Law of the State of Delaware.*  
\*\*\*\*\*

TrustWave Merger Corp., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge TrustWave Corporation, a Maryland corporation, with and into the Corporation, pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

**FIRST:** The name and state of incorporation of each constituent corporation of the merger (the "Merger") are as follows:

NAME	STATE OF INCORPORATION
TrustWave Corporation	Maryland; Authorized Shares: 25,000,000 shares of Common Stock par value \$0.01 per share
TrustWave Merger Corp.	Delaware; Authorized Shares: 42,930,245 shares of common stock, par value \$0.0001 per share, and 11,719,208 shares of preferred stock, par value \$0.0001 per share.

**SECOND:** An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent corporation, in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TRUSTWAVE CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF APRIL, A.D. 2004, AT 6:26 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE EIGHTH DAY OF APRIL, A.D. 2004, AT 1:33 O'CLOCK P.M.

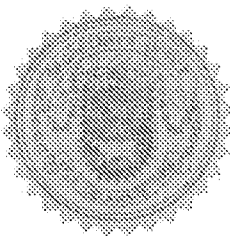
CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "TRUSTWAVE MERGER CORP." TO "TRUSTWAVE CORPORATION", FILED THE TWELFTH DAY OF APRIL, A.D. 2004, AT 10:14 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2004, AT 5:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

3786912 8100H

040935039



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3622654

DATE: 01-18-05

TRADEMARK  
REEL: 004690 FRAME: 0533

TRUSTWAVE MERGER CORP.

CERTIFICATE OF INCORPORATION

FIRST

The name of the corporation is TrustWave Merger Corp. (the "Corporation"). The Corporation is incorporated under the Delaware General Corporation Law (the "GCL").

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 General Corporation Law of the State of Delaware.

FOURTH

A. AUTHORIZED SHARES.

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 52,303,059 shares, divided into (i) 40,757,048 shares of common stock, par value \$0.0001 per share (the "Common Stock"), and (ii) 11,546,011 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock"). All of the Preferred Stock shall be designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock").

B. SERIES A PREFERRED STOCK TERMS.

The issuance price of the Series A Preferred Stock shall be \$0.8661 per share (the "Series A Original Purchase Price") (subject to equitable adjustment for any stock splits, stock dividends, reverse stock splits, stock combinations and other similar events). The number of shares Series A Preferred Stock that may be issued may be decreased, at any time and from time to time, by resolution of the Board of Directors of the Corporation (the "Board"); provided that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of such shares then outstanding. The Series A Preferred Stock shall have the following rights, designations, preferences, qualifications, privileges, limitations and restrictions:

1. Rank. The Series A Preferred Stock shall rank senior to the Common Stock and any other capital stock of the Corporation ranking junior to the Series A Preferred Stock as to dividends and upon liquidation, dissolution or winding up.

# Delaware

PAGE 1

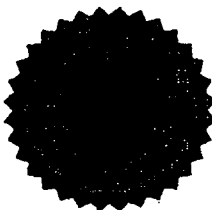
*The First State*

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: 004690 FRAME: 0535

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



## 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 hereinafter 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