

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|--|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| ING Direct Kids Foundation | | 02/17/2012 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | ING Direct N.V. | | |
| Street Address: | Hoeksteen 74-84 | | |
| City: | Hoofddorp | | |
| State/Country: | NETHERLANDS | | |
| Entity Type: | naamloze vennootschap: NETHERLANDS | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2726483 | SAVE KIDS NOW | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)291-9174 | | |
| Phone: | 212 558 7250 | | |
| Email: | millerse@sullcrom.com, nguyenb@sullcrom.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: | Stephen E. Miller | | |
| Address Line 1: | 125 Broad Street | | |
| Address Line 2: | Sullivan & Cromwell LLP | | |
| Address Line 4: | New York, NEW YORK 10004-2498 | | |
| ATTORNEY DOCKET NUMBER: | 010910/0185 (SEM) | | |
| DOMESTIC REPRESENTATIVE | | | |
| Name: | | | |
| Address Line 1: | | | |
| Address Line 2: | | | |

OP \$40.00 2726483

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Stephen E. Miller

Signature:

/Stephen E. Miller/

Date:

02/22/2012

Total Attachments: 9

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INTELLECTUAL PROPERTY ASSIGNMENT AND TRANSFER AGREEMENT

This INTELLECTUAL PROPERTY ASSIGNMENT AND TRANSFER AGREEMENT (this "Assignment"), effective as of February 17, 2012 (the "Effective Date") is made between ING Bank, fsb, a federal stock savings bank ("Bank"), ING Direct Kids Foundation, a Delaware corporation ("Direct Kids"), ING DIRECT Investing, Inc. (formerly known as ShareBuilder Securities Corporation), a Washington corporation ("Direct Investing") and ShareBuilder Corporation, a Washington corporation ("ShareBuilder Corp."; collectively, the "Assignors") and ING Direct N.V., a *naamloze vennootschap* formed under the laws of The Netherlands (the "Assignee") (each a "Party" and, collectively, the "Parties").

WHEREAS, Direct Kids has certain rights in the trademarks, trademark registrations and trademark applications set forth on Annex A hereto (the "Transferred Trademarks");

WHEREAS, Direct Kids is a wholly owned subsidiary of Bank;

WHEREAS, ShareBuilder Securities Corporation, a Washington corporation, changed its name to "ING DIRECT Investing, Inc.";

WHEREAS, Direct Investing is a wholly owned subsidiary of ShareBuilder Corp.;

WHEREAS, ShareBuilder Corp. is a wholly owned subsidiary of ING Direct Securities Inc., a Delaware corporation ("Direct Securities");

WHEREAS, Direct Securities is a wholly owned subsidiary of Bank;

WHEREAS, certain Assignors as set forth on Annex B are the registrants of record for the Internet domain names set forth on Annex B (the "Domain Names" and, together with the Transferred Trademarks, the "Transferred Names and Marks");

WHEREAS, the Assignors desire to assign and transfer to the Assignee all of its right, title and interest in and to the Transferred Names and Marks; and

WHEREAS, the Assignee desires to accept from Assignors the assignment and transfer of all of such Assignor's right, title and interest in and to the Transferred Names and Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, each intending to be legally bound, hereby agree as follows:

Assignment. The Assignors hereby assign and transfer to the Assignee, and the Assignee hereby accepts the transfer and assignment of, any and all of the Assignors' right, title and interest in and to the Transferred Names and Marks including, without limitation the following, (i) all goodwill associated therewith and symbolized thereby, (ii) all common law rights embodied therein, (iii) the applications, registrations therefor and any renewals thereof and (iv) the exclusive right to sue for all past, present and future claims, counterclaims, credits, causes of actions, choses in action, rights of recovery and rights of setoff under such right against any person, together with (to the extent applicable) the right to sue for infringement, misappropriation, unauthorized use or other violation thereof, and the right to collect any resulting damages, lost profits, legal fees and costs, including from acts that may have occurred prior to, on, or after the Effective Date. The Assignors request that the United States

Commissioner of Patents and Trademarks record Assignee as the assignee and owner of the Transferred Trademarks.

Registrant Name Change Agreement. The Assignors shall: (i) execute or otherwise complete the applicable registrant name change agreement or other forms required by the applicable Internet domain name registrar for each Domain Name (the "Registering Authority") to transfer such Domain Name to Assignee, (ii) submit or file such registrant name change agreements or other forms to or with the Registering Authority in accordance with the policies and rules of the Registering Authority, and (iii) take any further actions in accordance with the policies and rules of the Registering Authority as required to transfer such Domain Name to Assignee.

Further Assurances. The parties shall execute all papers and perform such other acts as may be reasonably necessary to give Assignee the full benefit of this Assignment.

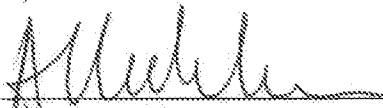
Governing Law. Except to the extent preempted by United States federal law, this Agreement shall be governed by, and interpreted in accordance with, the laws of the State of New York applicable to contracts made and to be performed entirely within such state, without regard to the conflicts of law principles thereof to the extent that such principles would apply the law of another jurisdiction.

Counterparts. This Assignment may be executed in two or more counterparts which may be delivered by means of facsimile or email, each of which shall be deemed to constitute an original, but all of which together shall be deemed to constitute one and the same instrument.

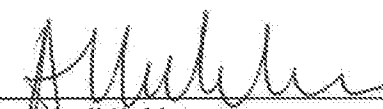
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IN WITNESS WHEREOF, each Party has caused this Assignment to be executed by its duly authorized representative.

ING BANK, FSB

By: 
Name: Arkadi Kuhlmann
Title: President and Chief Executive Officer

ING DIRECT KIDS FOUNDATION

By: 
Name: Arkadi Kuhlmann
Title: Chairman

ING DIRECT INVESTING, INC.

By: _____
Name: Dan Greenshields
Title: President, Treasurer and Chief Accounting Officer

SHAREBUILDER CORPORATION

By: _____
Name: Dan Greenshields
Title: President and Chief Executive Officer

ING DIRECT N.V.

By: _____
Name:
Title:

By: _____
Name:
Title:

(Signature Page to IP Assignment and Transfer Agreement)

IN WITNESS WHEREOF, each Party has caused this Assignment to be executed by its duly authorized representative.

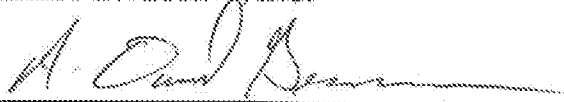
ING BANK, FSB

By: _____
Name: Arkadi Kuhlmann
Title: President and Chief Executive Officer

ING DIRECT KIDS FOUNDATION

By: _____
Name: Arkadi Kuhlmann
Title: Chairman

ING DIRECT INVESTING, INC.

By:  _____
Name: Dan Greenshields
Title: President, Treasurer and Chief Accounting Officer

SHAREBUILDER CORPORATION

By:  _____
Name: Dan Greenshields
Title: President and Chief Executive Officer

ING DIRECT N.V.

By: _____
Name:
Title:

By: _____
Name:
Title:

(Signature Page to IP Assignment and Transfer Agreement)

IN WITNESS WHEREOF, each Party has caused this Assignment to be executed by its duly authorized representative.

ING BANK, FSB

By: _____
Name:
Title

ING DIRECT KIDS FOUNDATION

By: _____
Name:
Title

ING DIRECT INVESTING, INC.

By: _____
Name:
Title

SHAREBUILDER CORPORATION

By: _____
Name:
Title

ING DIRECT N.V.

By: _____
Name: *A. A. Heendaars*
Title: *CEO*

By: _____
Name: *H. Kramer*
Title: *Cfo*

(Signature Page to Short Form Intellectual Property Assignment and Transfer Agreement)

ANNEX A

Transferred Trademarks

Trademarks Assigned to Non-US HoldCo

| Record Owner | Mark | Registration No. | Registration Date |
|----------------------------|---------------|------------------|-------------------|
| ING Direct Kids Foundation | SAVE KIDS NOW | 2726483 | June 17, 2003 |

ANNEX B

Domain Names Assigned to Non-US HoldCo

| Domain Name | Owning Entity |
|--------------------------------|-------------------------------------|
| 1800ingdirect.com | ING Bank, fsb |
| 1-800-ingdirect.com | ING Bank, fsb |
| e-ingdirect.com | ING Bank, fsb |
| happyholidaysfromingdirect.com | ING Bank, fsb |
| ingbankfsb.com | ING Bank, fsb |
| ingbankfsb.net | ING Bank, fsb |
| ingbankfsb.org | ING Bank, fsb |
| ingbankmortgage.com | ING Bank, fsb |
| ingbankusa.com | ING Bank, fsb |
| ingbankusa.net | ING Bank, fsb |
| ingbankusa.org | ING Bank, fsb |
| ingcafe.com | ING Bank, fsb |
| ingcorrespondent.com | ING Bank, fsb |
| ingdirect.com | ING Bank, fsb |
| ingdirect401k.com | ShareBuilder Corporation |
| ingdirect401k.net | ShareBuilder Corporation |
| ingdirect401k.org | ShareBuilder Corporation |
| ingdirectbank.com | ING Bank, fsb |
| ingdirectbootcamp.com | ING Bank, fsb |
| ingdirectbrokerage.com | ShareBuilder Securities Corporation |
| ingdirectcafe.com | ING Bank, fsb |
| ingdirectcafe.net | ING Bank, fsb |
| ingdirectcafe.org | ING Bank, fsb |
| ingdirectfunds.com | ING Bank, fsb |
| ingdirectfunds.net | ING Bank, fsb |
| ingdirectfunds.org | ING Bank, fsb |
| ingdirecthomeloans.com | ING Bank, fsb |
| ingdirectinvesting.com | ShareBuilder Corporation |
| ingdirectinvestments.com | ShareBuilder Securities Corporation |
| ingdirectkids.org | ING Bank, fsb |

| Domain Name | Owning Entity |
|-------------------------------|-------------------------------------|
| ingdirectmobile.com | ING Bank, fsb |
| ingdirectonline.com | ING Bank, fsb |
| ingdirectpromos.com | ING Bank, fsb |
| ingdirectsecurities.com | ING Bank, fsb |
| ingdirect-sharebuilder.com | ShareBuilder Corporation |
| ingdirectsharebuilder.net | ShareBuilder Corporation |
| ingdirect-sharebuilder.net | ShareBuilder Corporation |
| ingdirectsharebuilder.org | ShareBuilder Corporation |
| ingdirect-sharebuilder.org | ShareBuilder Corporation |
| ingdirectsharebuilder401k.com | ShareBuilder Corporation |
| ingdirectsharebuilder401k.net | ShareBuilder Corporation |
| ingdirectsharebuilder401k.org | ShareBuilder Corporation |
| ingdirectspeakerseries.com | ING Bank, fsb |
| ingdirectsucks.com | ING Bank, fsb |
| ingdirectup.com | ING Bank, fsb |
| ingdrct.com | ING Bank, fsb |
| Ingeurobank.com | ING Bank, fsb |
| inghomesolutions.biz | ING Bank, fsb |
| inghomesolutions.com | ING Bank, fsb |
| inghomesolutions.net | ING Bank, fsb |
| inghomesolutions.org | ING Bank, fsb |
| inginvestingdirect.com | ShareBuilder Securities Corporation |
| ingkids.com | ING Bank, fsb |
| inglion.com | ING Bank, fsb |
| ingloans.com | ING Bank, fsb |
| ingmortgage.com | ING Bank, fsb |
| ingqa.com | ING Bank, fsb |
| ingsavings.com | ING Bank, fsb |
| ing-sharebuilder.com | ShareBuilder Corporation |
| ingsharebuilder.net | ShareBuilder Corporation |
| ing-sharebuilder.net | ShareBuilder Corporation |
| ingsharebuilder.org | ShareBuilder Corporation |
| ing-sharebuilder.org | ShareBuilder Corporation |
| ingtest.net | ING Bank, fsb |
| mobileingdirect.com | ING Bank, fsb |
| orange4kids.biz | ING Bank, fsb |
| orange4kids.com | ING Bank, fsb |
| orange4kids.net | ING Bank, fsb |
| orange4kids.org | ING Bank, fsb |
| orangeaccess.com | ShareBuilder Securities Corporation |
| orangeetfs.com | ShareBuilder Securities Corporation |
| orangeetfs.net | ShareBuilder Securities Corporation |
| orangeetfs.org | ShareBuilder Securities Corporation |

| Domain Name | Owning Entity |
|-----------------------------|-------------------------------------|
| orangeinvesting.com | ShareBuilder Securities Corporation |
| orangeinvesting.net | ShareBuilder Corporation |
| orangeinvesting.org | ShareBuilder Corporation |
| orangeinvestments.com | ShareBuilder Securities Corporation |
| orangeinvestments.net | ShareBuilder Securities Corporation |
| orangeinvestments.org | ShareBuilder Securities Corporation |
| orangeira.com | ShareBuilder Corporation |
| orangeira.net | ShareBuilder Corporation |
| orangeira.org | ShareBuilder Corporation |
| orangeiras.com | ShareBuilder Securities Corporation |
| orangeiras.net | ShareBuilder Securities Corporation |
| orangeiras.org | ShareBuilder Securities Corporation |
| orangejr.com | ING Bank, fsb |
| orangejr.org | ING Bank, fsb |
| orangejunior.com | ING Bank, fsb |
| orangejunior.org | ING Bank, fsb |
| orangekids.com | ING Bank, fsb |
| orangenavigator.com | ShareBuilder Corporation |
| orangenavigator.net | ShareBuilder Corporation |
| orangenavigator.org | ShareBuilder Corporation |
| orangequest.biz | ING Bank, fsb |
| orangequest.net | ING Bank, fsb |
| orangeretirement.com | ShareBuilder Corporation |
| orangeretirement.net | ShareBuilder Corporation |
| orangeretirement.org | ShareBuilder Corporation |
| orangeretirementaccount.com | ShareBuilder Corporation |
| orangeretirementaccount.net | ShareBuilder Corporation |
| orangeretirementaccount.org | ShareBuilder Corporation |
| orangestocks.com | ShareBuilder Securities Corporation |
| orangestocks.net | ShareBuilder Securities Corporation |
| orangestocks.org | ShareBuilder Securities Corporation |
| planitorange.com | ING Bank, fsb |
| questorange.biz | ING Bank, fsb |
| questorange.com | ING Bank, fsb |
| questorange.net | ING Bank, fsb |
| questorange.org | ING Bank, fsb |
| retireorange.com | ShareBuilder Corporation |
| retireorange.net | ShareBuilder Corporation |
| retireorange.org | ShareBuilder Corporation |
| savekidsnow.com | ING Bank, fsb |
| savekidsnow.org | ING Bank, fsb |
| sharebuildering.com | ShareBuilder Corporation |
| sharebuilder-ing.com | ShareBuilder Corporation |

| Domain Name | Owning Entity |
|----------------------------|-------------------------------------|
| sharebuildering.net | ShareBuilder Corporation |
| sharebuilder-ing.net | ShareBuilder Corporation |
| sharebuildering.org | ShareBuilder Corporation |
| sharebuilder-ing.org | ShareBuilder Corporation |
| sharebuilderingdirect.com | ShareBuilder Corporation |
| sharebuilder-ingdirect.com | ShareBuilder Corporation |
| sharebuilderingdirect.net | ShareBuilder Corporation |
| sharebuilder-ingdirect.net | ShareBuilder Corporation |
| sharebuilderingdirect.org | ShareBuilder Corporation |
| sharebuilder-ingdirect.org | ShareBuilder Corporation |
| showmeyourorange.com | ING Bank, fsb |
| showmyorange.com | ING Bank, fsb |
| showusyourorange.com | ING Bank, fsb |
| showyourorange.com | ING Bank, fsb |
| showyourorange.net | ING Bank, fsb |
| theorangenavigator.com | ShareBuilder Securities Corporation |