

04/27/2012



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Form PTO-1594 (Rev. 03-11)
OMB Collection 0651-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RE 4/27/12

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Commercial Industrial Finance Corp.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 04/13/11

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: CIFC Asset Management LLC

Internal

Address: CIFC Corp.

Street Address: 250 Park Avenue, 5th Floor

City: New York

State: New York

Country: USA Zip: 10117

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other LLC Citizenship Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3238511

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

IC 036, US 100 101 102, G & S; providing wholesale co-lending and loan portfolio management services. FIRST USE: 20060103. FIRST USE IN COMMERCE: 20060103

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Joanne Bl Arnold

Internal Address: CIFC Corp.

Street Address: 250 Park Avenue, 5th Floor

City: New York

State: New York Zip: 10117

Phone Number: 212-624-2762

Fax Number: 212-624-1199

Email Address: jarnold@cifc.com

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number

Authorized User Name

9. Signature:

Signature

April 23 2012
Date

Robert C. Milton, III Secretary and General Counsel

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Free fee

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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:

"COMMERCIAL INDUSTRIAL FINANCE CORP.", A DELAWARE CORPORATION,

WITH AND INTO "BULLS II ACQUISITION LLC" UNDER THE NAME OF "CIFIC INVESTMENT MANAGEMENT LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF APRIL, A.D. 2011, AT 9:08 O'CLOCK A.M.

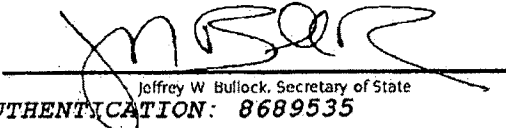
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4911329 8100M

110409126

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8689535

DATE: 04-13-11

TRADEMARK
REEL: 004790 FRAME: 0451

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
COMMERCIAL INDUSTRIAL FINANCE CORP.
(a Delaware corporation)
WITH AND INTO
BULLS II ACQUISITION LLC
(a Delaware limited liability company)

April 13, 2011

Pursuant to Title 8, Section 264(c) of the General Corporation Law of the State of Delaware (the "DGCL") and Title 6, Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA"), Bulls II Acquisition LLC, a Delaware limited liability company ("Bulls II"), hereby certifies the following information relating to the merger of Commercial Industrial Finance Corp., a Delaware corporation ("CIFC"), with and into the Bulls II (the "Merger"):

FIRST: The name and state of formation or incorporation, as applicable, of each of the constituent entities participating in the Merger (the "Constituent Entities") are:

Name of Entity	Type of Entity	State of Formation or Incorporation
Commercial Industrial Finance Corp.	Corporation	Delaware
Bulls II Acquisition LLC	Limited Liability Company	Delaware

SECOND: The Agreement and Plan of Merger, dated as of December 21, 2010, as amended (the "Merger Agreement"), by and among Deerfield Capital Corp., a Maryland corporation, Bulls I Acquisition Corp., a Delaware corporation, Bulls II, CIFC and CIFC Parent Holdings LLC, a Delaware limited liability company, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(c) of the DGCL and Section 18-209 of the DLLCA.

THIRD: Bulls II shall be the surviving limited liability company (the "Surviving Entity") of the Merger, and the name of the Surviving Entity is Bulls II Acquisition LLC.

FOURTH: The Certificate of Formation of the Surviving Entity shall be amended upon the effective date of the Merger to change the name of the Surviving Entity from Bulls II Acquisition LLC to CIFC Investment Management LLC.

FIFTH: The Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Entity located at 6250 N. River Rd., 12th Floor, Rosemont, IL 60018.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person as of the date written above.

BULLS II ACQUISITION LLC

By: 

Name: Robert Contreras

Title: Senior Vice President, Secretary and
General Counsel

(SIGNATURE PAGE TO CERTIFICATE OF MERGER - SECOND STEP)

Delaware

PAGE 1

The First State

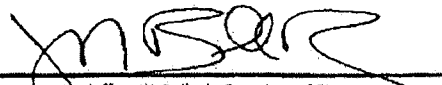
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CIFC INVESTMENT MANAGEMENT LLC", CHANGING ITS NAME FROM "CIFC INVESTMENT MANAGEMENT LLC" TO "CIFC ASSET MANAGEMENT LLC", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JULY, A.D. 2011, AT 10 O'CLOCK A.M.

4911329 8100

110821158

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8903136

DATE: 07-14-11

TRADEMARK
REEL: 004790 FRAME: 0455

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:00 AM 07/14/2011
FILED 10:00 AM 07/14/2011
SRV 110821158 - 4911329 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
CIFC INVESTMENT MANAGEMENT LLC**


1. The name of the limited liability company is:

CIFC Investment Management LLC

2. Article FIRST of the Certificate of Formation to the limited liability company is hereby deleted and replaced in its entirety with the following:

**FIRST: The name of the limited liability company is
CIFC Asset Management LLC.**

**In Witness Whereof, the undersigned has executed this Certificate of
Amendment to the Certificate of Formation this 1st day of July, 2011.**

By: 
Name: Robert C. Milton III
Title: Authorized Person