

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM336797

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	11/05/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Munder Capital Management, LLC	FORMERLY Munder Capital Management	11/05/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Victory Capital Management Inc.		
<b>Street Address:</b>	4900 Tiedeman Road		
<b>Internal Address:</b>	4th Floor		
<b>City:</b>	Brooklyn		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44144		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2382741	MUNDER CAPITAL MANAGEMENT	
<b>Registration Number:</b>	2387386	THE MUNDER FUNDS	
<b>Registration Number:</b>	3785466	MUNDER CAPITAL MANAGEMENT	
<b>Registration Number:</b>	2387387	MUNDER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2165665800		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	216-566-5605		
<b>Email:</b>	tom.zych@thompsonhine.com		
<b>Correspondent Name:</b>	Thomas F. Zych		
<b>Address Line 1:</b>	127 Public Square		
<b>Address Line 2:</b>	3900 Key Center		
<b>Address Line 4:</b>	Cleveland, OHIO 44114		
<b>ATTORNEY DOCKET NUMBER:</b>	091360.00003		
<b>NAME OF SUBMITTER:</b>	Thomas F. Zych		
<b>SIGNATURE:</b>	/Thomas F. Zych/		

OP \$115.00 2382741

<b>DATE SIGNED:</b>	03/31/2015
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**Total Attachments: 5**

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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 MERGER, WHICH MERGES:

"MUNDER CAPITAL MANAGEMENT, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

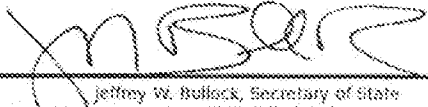
WITH AND INTO "VICTORY CAPITAL MANAGEMENT INC." UNDER THE NAME OF "VICTORY CAPITAL MANAGEMENT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 2014, AT 8:55 O'CLOCK A.M.

5633254 8100M

141370375



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: 1835414

DATE: 11-05-14

TRADEMARK  
REEL: 005488 FRAME: 0993

CERTIFICATE OF MERGER  
OF  
MUNDER CAPITAL MANAGEMENT, LLC  
INTO  
VICTORY CAPITAL MANAGEMENT INC.

(Under Section 18-209 of the Limited Liability Company Act of the State of Delaware)

The undersigned, Gregory J. Ewald, being the Secretary of Victory Capital Management Inc., hereby certifies:

FIRST: The name of each constituent entity is as follows: Munder Capital Management, LLC a Delaware limited liability company, and Victory Capital Management Inc., a New York corporation (which was formed under the name W.G. Spears, Inc.). Victory Capital Management Inc. shall survive the merger and shall continue in existence as the surviving corporation under the name Victory Capital Management Inc. Munder Capital Management, LLC shall not survive the merger and shall cease to exist.

SECOND: The certificate of incorporation Victory Capital Management Inc. shall be the Certificate of Incorporation of the surviving corporation.

THIRD: The merger was authorized with respect to Munder Capital Management, LLC in the following manner: an Agreement and Plan of Merger (the "Agreement and Plan of Merger") was adopted by the members of Munder Capital Management, LLC by written consent on November 3, 2014 in accordance with Section 18-209 of the Limited Liability Company Act of the State of Delaware.

The merger was authorized with respect to Victory Capital Management Inc. in the following manner: the Agreement and Plan of Merger was adopted at a meeting of the board of directors of Victory Capital Management Inc. on October 23, 2014. The board of directors of Victory Capital Management Inc. submitted the Agreement and Plan of Merger to a vote of the shareholders of Victory Capital Management Inc. in accordance with Section 903 of the Business Corporation Law of the State of New York. The Agreement and Plan of Merger was duly adopted by the written consent of the sole shareholder of Victory Capital Management Inc. on November 3, 2014.

The Agreement and Plan of Merger was approved, adopted, executed and acknowledged by each of Munder Capital Management, LLC and Victory Capital Management Inc. on November 3, 2014.

FOURTH: The merger shall be effective on the filing of the Certificate of Merger by the Department of State of Delaware.

FIFTH: A copy of the Agreement and Plan of Merger is on file at the place of business of Victory Capital Management Inc. at 4900 Tiedeman Road, 4th Floor, Brooklyn, OH 44144. A copy of the Agreement and Plan of Merger will be furnished by Victory Capital Management Inc., on request and without cost, to any member of Munder Capital Management, LLC or any person holding an interest in Victory Capital Management Inc.

SIXTH: Victory Capital Management Inc. agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of Munder Capital Management, LLC and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of

process in any such action, suit or proceeding. Process may be mailed by the Secretary of State of the State of Delaware to the following address:

Victory Capital Management Inc.

4900 Tiedeman Road

4th Floor

Brooklyn, OH 44144

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 5th day of November, 2014.

/s/ Gregory J. Ewald  
Gregory J. Ewald, Secretary of Victory Capital  
Management Inc.