

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM428376

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Delaware Management Holdings, Inc.		03/31/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Macquarie Management Holdings, Inc.		
Street Address:	2005 Market Street		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19103		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	3478945	DELAWARE GROUP	
Registration Number:	3433479	DELAWARE VALUE	
Registration Number:	3478942	DELAWARE POOLED	
Registration Number:	3474760	DELAWARE VIP	
Registration Number:	2938413	FOUNDATION FUNDS	
Registration Number:	2970834	FOUNDATION	
Registration Number:	1332508	DELAWARE CASH RESERVE	
Registration Number:	2743711		
Registration Number:	2302698	DELAWARE INVESTMENTS	
Registration Number:	2725268	POWERED BY RESEARCH	
Registration Number:	2651840	FOUR CORNERS CAPITAL MANAGEMENT	
Registration Number:	2615338		
Registration Number:	4659384	DELAWARE VALUE	
Serial Number:	87345554	DELAWARE FUNDS BY MACQUARIE	
Serial Number:	87345520	DELAWARE FUNDS	
CORRESPONDENCE DATA			
Fax Number:	6106401965		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

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using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 610-640-5800
Email: trademarks@stradley.com
Correspondent Name: Elizabeth M. O'Donoghue
Address Line 1: 30 Valley Stream Parkway
Address Line 4: Malvern, PENNSYLVANIA 19355

NAME OF SUBMITTER:	Elizabeth M. O'Donoghue
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SIGNATURE:	/elizabeth m. o'donoghue/
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DATE SIGNED:	05/22/2017
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Total Attachments: 8

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Delaware

The First State

Page 1

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 RESTATED CERTIFICATE OF "DELAWARE MANAGEMENT HOLDINGS, INC.", CHANGING ITS NAME FROM "DELAWARE MANAGEMENT HOLDINGS, INC." TO "MACQUARIE MANAGEMENT HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2017, AT 4:27 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2017.

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




Jeffrey W. Bullock, Secretary of State

2297591 8100
SR# 20171934688

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

Authentication: 202259842
Date: 03-24-17

TRADEMARK
REEL: 006065 FRAME: 0077

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DELAWARE MANAGEMENT HOLDINGS, INC.**

(Pursuant to Sections 245 and 242 of the Delaware General Corporation Law)

The undersigned, being a duly authorized officer of Delaware Management Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies:

I. Effective March 31, 2017, the name of the Corporation is Macquarie Management Holdings, Inc. (the "Corporation"). The Corporation was originally incorporated under the name DMH Sub-1 Corporation and renamed Delaware Management Holdings, Inc.

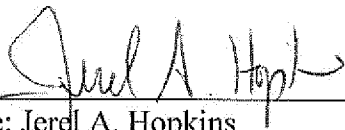
II. The Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 13, 1992.

III. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IV. The amendments to, and restatement of, the Certificate of Incorporation as set forth herein were authorized by the unanimous written consent of the Board of Directors of the Corporation and by the written consent of the sole stockholder of the Corporation entitled to vote thereon.

V. The text of the Certificate of Incorporation is amended and restated in its entirety to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, Delaware Management Holdings, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation, on March 20, 2017.



Name: Jerel A. Hopkins
Title: Assistant Secretary

EXHIBIT A

**Amended and Restated Certificate of Incorporation
of
Macquarie Management Holdings, Inc.**

[See attached.]

MACQUARIE MANAGEMENT HOLDINGS, INC.

1. Name. Effective March 31, 2017, the name of the Corporation is Macquarie Management Holdings, Inc.
2. Address. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware, 19801. Corporation Service Company is the Corporation's registered agent at that address.
3. Corporate Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.
4. Capitalization. The Corporation is authorized to issue a total of thirteen million, eight hundred thousand (13,800,000) shares of stock, to be divided into three classes designated as "Class A Voting Common Stock", "Class B Non-Voting Common Stock" and "Preferred Stock". The Corporation shall be authorized to issue: (i) eleven million (11,000,000) shares of Class A Voting Common Stock with a par value of \$0.01 per share ("**Class A Stock**"), (ii) two million five hundred thousand (2,500,000) shares of Class B Non-Voting Common Stock, with a par value of \$0.01 per share ("**Class B Stock**"), and (iii) three hundred thousand (300,000) shares of preferred stock with a par value of \$0.01 per share ("**Preferred Stock**").

(I) ***Class A Voting Common Stock.*** The Class A Stock shall be issued as determined by the Board of Directors. The Class A Stock shall have voting rights, dividend rights, and liquidation rights. Specifically, the Class A Stock shall have, or be subject to, the following rights, preferences, privileges and restrictions:

(a) Voting. Except as otherwise provided in this Certificate of Incorporation, each holder of Class A Stock entitled to vote shall have one vote for each share thereof held. Except as may be provided by the Board of Directors in a Preferred Stock Designation or as otherwise required by law, the Class A Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and no holder of Class B Stock or Preferred Stock shall be entitled to receive notice of any meeting of stockholders at which such Class B Stock or Preferred Stock is not entitled to vote.

(b) Dividends. The Board of Directors of the Corporation may declare and pay dividends on the Class A Stock, payable in cash or otherwise.

(c) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, all assets and funds of the Corporation available for distribution to the stockholders shall be divided and distributed among the holders of the Class A Stock and Class B Stock, subject to the rights of any

holders of Preferred Stock, and the assets and funds of the Corporation shall be distributed among the stockholders pro rata based upon the number of shares of the Corporation's stock such stockholders hold or are deemed to hold.

(II) ***Class B Non-Voting Common Stock.*** The Class B Stock shall be issued by the Board of Directors in accordance with the Delaware Investments Incentive Unit Plan, adopted as of November 30, 2010, as such plan may be amended from time to time, and any Award Agreements issued thereunder (the "**Plan**"). The Class B Stock shall not have voting rights, nor dividend rights. Furthermore, the Class B Stock shall have, or be subject to, the following rights, preferences, privileges and restrictions:

(a) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, all assets and funds of the Corporation available for distribution to the stockholders shall be divided and distributed among the holders of the Class A Stock and Class B Stock, subject to the rights of any holders of Preferred Stock, and the assets and funds of the Corporation shall be distributed among the stockholders pro rata based upon the number of shares of the Corporation's stock such stockholders hold or are deemed to hold.

(b) Pledge and Transfer Restrictions.

(i) No holder of Class B Stock (each, a "**Class B Stockholder**") is permitted to pledge, hypothecate, transfer or otherwise encumber any share of Class B Stock without the express written consent of the Corporation, which may be conditioned, or as expressly permitted pursuant to the terms of the Plan and the applicable Award Agreement.

(ii) Any transfer of Class B Stock not expressly permitted by this Certificate of Incorporation, the Corporation or pursuant to the terms of the Plan and the applicable Award Agreement, shall be null and void, and the Corporation shall be under no obligation to recognize a transferee who acquires Class B Stock pursuant to a transfer not expressly permitted by this Certificate of Incorporation.

(iii) Notwithstanding anything to the contrary contained in this Section 4(II), stockholders who acquire Class B Stock pursuant to an Award granted under a Plan are permitted to transfer such Class B Stock to the Corporation on the terms and conditions set forth in such Plan and the applicable Award Agreement.

(c) Repurchase Rights. The Corporation shall have the right to call shares of Class B Stock as set forth in the Plan.

(d) Put Option. Class B Stockholders shall have a put option with respect to the Class B Stock as set forth in the Plan.

(III) Preferred Stock. The Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designations, relative powers, preferences and rights and qualifications, limitations or restrictions of all shares of such series. The authority of the Board of Directors with respect to such series shall include without limiting the generality of the foregoing, the determination of any or all of the following:

- (a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (b) the voting powers, if any, and whether such voting powers are full or limited, in any such series;
- (c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- (d) whether dividends, if any, shall be cumulative or noncumulative, the dividend rate of such series, and the date and preferences of dividends on such series;
- (e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets, of the Corporation;
- (f) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes of stock, or any other security, of the Corporation or any other corporation, and the price or prices or rates of exchange applicable thereto;
- (g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation;
- (h) the provisions, if any, of a sinking fund applicable to such series; and
- (i) any other relative, participating, optional or other special powers, preferences, rights, qualifications, limitations or restrictions thereof; all as shall be determined from time to time by the Board of Directors and shall be stated in the resolution or resolutions providing for the issue of such Preferred Stock (a "Preferred Stock Designation").

Furthermore, the Board of Directors is authorized to increase or decrease (but not below the number of such shares of such series then outstanding) the number of shares of any class of stock or series of Preferred Stock subsequent to the issuance of shares of that class of stock or series of Preferred Stock.

5. Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, the number of members of which shall be set forth in the Bylaws of the Corporation.

6. Reliance on Records, Statements and Information. The Board of Directors shall be entitled to rely in good faith upon, and shall be protected in relying upon, the records of the Corporation, the reports, statements and such information presented to the Corporation by its officers or employees, including, without limitation, opinions and reports of independent appraisers engaged to determine the Fair Market Value (as defined in the Plan) of shares of the Corporation's stock.

7. Bylaws. The Board of Directors shall have the power to make, alter or repeal the Bylaws of the Corporation, subject to the right of the stockholders of the Corporation to alter or repeal any Bylaw made by the Board of Directors upon the affirmative vote of the holders of the majority of the outstanding capital stock of the Corporation then entitled to vote.

8. Elections. The election of directors of the Corporation need not be by written ballot, unless the Bylaws of the Corporation otherwise provide.

9. Business Combinations. Section 203 of the Delaware General Corporation Law shall not be applicable to the Corporation.

10. Indemnification.

(a) A director of the Corporation, or any other person as may be authorized by this certificate to exercise or perform any of the powers or duties otherwise conferred or imposed upon a director, shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

(b) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines,

ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(c) The indemnification provided by this Section shall not limit or exclude any rights, indemnities or limitations of liability to which any person may be entitled, whether as a matter of law, under the Bylaws of the Corporation, by agreement, vote of the stockholders or disinterested directors of the Corporation or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(e) No amendment, modification or repeal of this Article 10 shall adversely affect any right or protection of a director or officer of the Corporation that exists at the time of such amendment, modification or repeal.

11. Amendments. The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.