

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/03/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Internet Capital Group, L.L.C.		02/03/1999	LTD LIAB JT ST CO: DELAWARE

RECEIVING PARTY DATA

Name:	ICG Capital Group, Inc.
Street Address:	800 The Safeguard Building, 435 Devon Park Drive
City:	Wayne
State/Country:	PENNSYLVANIA
Postal Code:	19087
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2293722	INTERNET CAPITAL GROUP

CORRESPONDENCE DATA

Fax Number: (617)646-8646
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-646-8000
 Email: drwtrademarks@wolfgreenfield.com
 Correspondent Name: Douglas R. Wolf, Wolf Greenfield & Sacks
 Address Line 1: 600 Atlantic Avenue
 Address Line 2: 10291.20004US00
 Address Line 4: Boston, MASSACHUSETTS 02210

NAME OF SUBMITTER:	Douglas R. Wolf
Signature:	/drw/

CH \$40.00 2293722

Date:

09/09/2005

Total Attachments: 6

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"INTERNET CAPITAL GROUP, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ICG CAPITAL GROUP, INC." UNDER THE NAME OF "ICG CAPITAL GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF FEBRUARY, A.D. 1999, AT 4:30 O'CLOCK P.M.

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





Edward J. Freel, Secretary of State

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AUTHENTICATION:

9555725

DATE:

02-03-99

TRADEMARK
REEL: 003156 FRAME: 0415

CERTIFICATE OF MERGER**MERGING**

INTERNET CAPITAL GROUP, L.L.C.
a Limited Liability Company

INTO

ICG CAPITAL GROUP, INC.
a Delaware Corporation

ICG Capital Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company")

DOES HEREBY CERTIFY:

FIRST: That the name and state of formation/incorporation of each of the constituent business entities to the Merger is as follows:

<u>NAME</u>	<u>STATE OF FORMATION/INCORPORATION</u>
Internet Capital Group, L.L.C.	Delaware Limited Liability Company
ICG Capital Group, Inc.	Delaware Corporation

SECOND: The Agreement of Merger (the "Agreement of Merger") (attached hereto as Exhibit A), dated as of February 2, 1999 between the parties to the merger has been approved, adopted, certified, executed and acknowledged by the Company in accordance with Section 264 of the General Corporation Law of the State of Delaware. In the case of Internet Capital Group, L.L.C. (the "LLC"), the Agreement of Merger has been approved, adopted, certified, executed and acknowledged by its Board of Managers with consent of the members of the LLC in accordance with Section 6.1(d) of the Amended and Restated Limited Liability Company Agreement dated January 4, 1999 by and among the LLC and its members (the "Amended and Restated Limited Liability Company Agreement") and in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving corporation of the merger is:

ICG Capital Group, Inc.

- FOURTH:** The Certificate of Incorporation (the "Certificate") of ICG Capital Group, Inc. is on file with the office of the Delaware Secretary of State and is dated February 2, 1999. The Certificate is and will remain in full force and effect as of the date the Certificate of Merger is filed.
- FIFTH:** That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business is 800 The Safeguard Building, 435 Devon Park Drive, Wayne, Pa. 19087.
- SIXTH:** That a copy of the Agreement of Merger (attached hereto as Exhibit A) will be furnished by the surviving corporation on request and without cost to any member of the LLC or any stockholder of the Corporation.
- SEVENTH:** The Certificate of Merger shall become effective upon filing with the Secretary of State of Delaware (the "Effective Date").

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 2nd day of February, 1999.

ICG CAPITAL GROUP, INC.

By: Walter W. Buckley
Name: Walter W. Buckley
Title: President

EXHIBIT A**AGREEMENT OF MERGER**

This is an Agreement of Merger (this "Agreement"), dated February 2, 1999 by and between Internet Capital Group, L.L.C., a Delaware limited liability company ("ICG-LLC") and Internet Capital Group, Inc., a Delaware corporation (the "Surviving Corporation").

The parties hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

1. **Capitalized Terms.** Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the Amended and Restated Limited Liability Company Agreement of Internet Capital Group, L.L.C., dated as of January 4, 1999 (the "LLC Agreement").
2. **Merger of ICG-LLC into Surviving Corporation.** On the Effective Date, ICG-LLC will merge with and into the Surviving Corporation (the "Merger"), and the existence of ICG-LLC will cease. The Surviving Corporation to the Merger is and will continue its existence under Delaware law as a corporation. The name of the Surviving Corporation shall be unchanged.
3. **Certificate of Incorporation.** On the Effective Date, the Certificate of Incorporation of the Surviving Corporation (the "Certificate"), as filed with the Delaware Secretary of State on February 2, 1999, will thereafter continue to be its Certificate until changed as provided by law.
4. **Members.** On the Effective Date, the members of ICG-LLC shall become the stockholders of the Surviving Corporation in accordance with the terms of the LLC Agreement.
5. **Interest in ICG-LLC.** The manner and basis of converting Membership Interests, Membership Profit Interest and Options shall be as follows:
 - (a) Each share of Membership Interests in ICG-LLC issued and outstanding immediately prior to the Effective Date shall be converted into and shall thereafter evidence one-hundredth (1/100th) of a share of Common Stock of the Surviving Corporation, par value \$.001 per share (the "Surviving Corporation Common Stock").
 - (b) Each share of Membership Profit Interest in ICG-LLC issued and outstanding immediately prior to the Effective Date shall be converted into and shall thereafter evidence one-hundredth (1/100th) of a share of Surviving Corporation Common Stock. All such shares of Surviving Corporation Common Stock shall be and remain subject to the terms,

conditions and restrictions set forth in the Membership Profit Interest Plan including, without limitation, applicable vesting schedules.

(c) Options to purchase shares of Membership Interests shall be converted into options to purchase shares of Surviving Corporation Common Stock so that each Option to purchase one (1) share of Membership Interest shall be converted into options to purchase one-hundredth (1/100th) of a share of Surviving Corporation Common Stock ("Surviving Options"). All Surviving Options shall be and remain subject to the terms, conditions and restrictions set forth in the plans granting such options including, without limitation, applicable vesting schedules.

6. Asset and Liabilities. As a result of the Merger, by operation of law and without further act or deed, on the Effective Date, all of the property, rights, interests and other assets of ICG-LLC will be transferred to and vested in the Surviving Corporation and the Surviving Corporation will assume all of the liabilities of ICG-LLC. The capital call approved by the Managers of ICG-LLC on January 15, 1999 and due on February 24, 1999 (the "Capital Call") shall remain effective, shall inure to the benefit of the Surviving Corporation, and shall be payable to the Surviving Corporation in accordance with the notice of such Capital Call issued by ICG-LLC on January 22, 1999 and otherwise in accordance with the LLC Agreement. Shares of Surviving Corporation Common Stock issuable in accordance with Section 5 of this Agreement shall be issuable only upon a Member's satisfaction with such Capital Call applicable to such Member. Failure to contribute all or any portion of such Capital Call applicable to such Member on or before February 24, 1999 shall result in forfeiture of such Member's Membership Interests and the shares of Surviving Corporation Common Stock into which such Membership Interest shall be converted, all in accordance with Section 4.3 of the LLC Agreement and this Agreement.

7. Registration Rights. On the Effective Date, the Surviving Corporation shall assume the obligation to register each Strategic Partner's equity interest as provided in Exhibit C of the LLC Agreement.

8. Approval, Adoption and Filing. If the Agreement has not been terminated pursuant to paragraph 9 hereof, an appropriate Certificate of Merger will be executed and shall become effective upon filing by the Surviving Corporation with the Delaware Secretary of State (the "Effective Date"). This Agreement was adopted in the following manner:

As to Internet Capital Group, L.L.C., by the required majority of the Members entitled to vote.

As to ICG Capital Group, Inc., by unanimous written consent of the shareholders.

9. Termination. This Agreement may be terminated and the Merger abandoned by the Surviving Corporation or ICG-LLC at any time prior to the Effective Date.

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Agreement to be executed by their respective authorized representatives as of the day and year first above written.

INTERNET CAPITAL GROUP, L.L.C.

By: E. Michael Forgash
Name: E. Michael Forgash
Title: Manager

ICG CAPITAL GROUP, INC.

By: Donna M. Lightner
Name: Donna M. Lightner
Title: Secretary