

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/16/2011

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BENEFITPOINT HOLDING CORP.		09/06/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	VERTAFORE, INC.
Street Address:	11724 NE 195th Street
City:	Bothell
State/Country:	WASHINGTON
Postal Code:	98011
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	3079410	BENEFITPOINT WHERE EMPLOYEE BENEFITS PROFESSIONALS CONNECT
Registration Number:	3163523	APTUS
Registration Number:	2531464	CARRIERS BROKERS EMPLOYERS EMPLOYEES
Registration Number:	2471952	BENEFITPOINT

**CORRESPONDENCE DATA**

Fax Number: (207)791-1350  
 Phone: (207) 791-1100  
 Email: trademark@pierceatwood.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Correspondent Name: Peter J. Guffin  
 Address Line 1: 254 Commercial Street  
 Address Line 4: Portland, MAINE 04101

**900204277**

**TRADEMARK  
 REEL: 004639 FRAME: 0370**

**CH \$115.00 3079410**

ATTORNEY DOCKET NUMBER:	21397/8476
NAME OF SUBMITTER:	Nathaniel D. Bryans
Signature:	/Nathaniel D. Bryans/
Date:	10/11/2011
<b>Total Attachments: 3</b> source=Merger -- Benefitpoint Holding Corp. into Vertafore, Inc. (300 dpi) (W2680742)#page1.tif source=Merger -- Benefitpoint Holding Corp. into Vertafore, Inc. (300 dpi) (W2680742)#page2.tif source=Merger -- Benefitpoint Holding Corp. into Vertafore, Inc. (300 dpi) (W2680742)#page3.tif	

# Delaware

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*The First State*

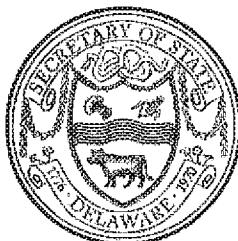
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

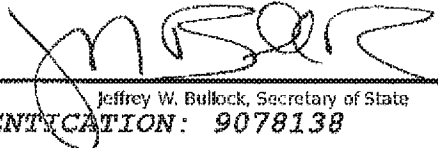
"BENEFITPOINT HOLDING CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "VERTAFORE, INC." UNDER THE NAME OF  
"VERTAFORE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2011, AT 9:57  
O'CLOCK A.M.

2079636 8100M

111079749

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: 9078138

DATE: 10-06-11

TRADEMARK  
REEL: 004639 FRAME: 0372

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BENEFITPOINT HOLDING CORP.  
a Delaware corporation

INTO


VERTAFORE, INC.  
a Delaware corporation

It is hereby certified that pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the "DGCL"), the undersigned Corporation organized and existing under and by virtue of the DGCL executed the following Certificate and Ownership of Merger:

1. Vertafore, Inc. (the "Corporation") is a business corporation of the State of Delaware incorporated on December 27, 1985.
2. The Corporation is the owner of all of the outstanding shares of common stock of BenefitPoint Holding Corp., which is also a business corporation of the State Delaware ("BenefitPoint") incorporated on February 1, 2001.
3. The Corporation hereby merges BenefitPoint into the Corporation.
4. Attached as Exhibit A is a copy of the resolutions adopted on April 13 2011 by the Board of Directors of the Corporation to merge BenefitPoint into the Corporation.

Executed on September 6, 2011

VERTAFORE, INC.

By:   
Name: John Morrow  
Title: Senior Vice President, General  
Counsel and Secretary

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VERTAFORE, INC.**  
**APPROVED APRIL 13, 2011**

Upon motion made and seconded, the Board unanimously adopted the following resolutions:

**WHEREAS**, Vertafore owns of record and beneficially one hundred percent (100%) of the issued and outstanding shares of common stock, par value \$0.01 per share, of BenefitPoint Holding Corp., a Delaware corporation ("BenefitPoint Holding") which shares constitute all of the issued and outstanding shares of capital stock of BenefitPoint Holding, and, accordingly, BenefitPoint Holding is a wholly-owned subsidiary of Vertafore;

**WHEREAS**, the Board of Directors of Vertafore deems and declares it desirable and in the best interests of Vertafore for BenefitPoint Holding to merge with and into Vertafore pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL");

**WHEREAS**, the Board of Directors of Vertafore has determined it to be in the best interests of Vertafore to execute, acknowledge and file a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge BenefitPoint Holding into Vertafore, substantially in the form attached hereto as Exhibit C (the "Certificate of Ownership and Merger").

**NOW, THEREFORE, BE IT RESOLVED**, that BenefitPoint Holding be merged with and into Vertafore, and that all of the estate, property, rights, privileges, powers and franchises of BenefitPoint Holding be vested in and held and enjoyed by Vertafore as fully and entirely and without change or diminution as the same were before held and enjoyed by BenefitPoint Holding in each such name;

**RESOLVED**, that Vertafore shall assume all of the obligations of BenefitPoint Holding;

**RESOLVED**, that upon the effectiveness of the merger, all the issued and outstanding shares of common stock of BenefitPoint Holding shall, by virtue of the merger and without any action by the holder thereof, be cancelled, and the issued and outstanding shares of common stock of Vertafore shall continue to be issued and outstanding;

**RESOLVED**, that the Merger as contemplated by the Certificate of Ownership and Merger is hereby authorized and approved; and

**RESOLVED**, that the President or any Officer of Vertafore, acting individually, including the Secretary or any Assistant Secretary of Vertafore be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of Vertafore, the Certificate of Ownership and Merger; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the office of the Secretary of State of Delaware.