

01-28-1999

SHEET

Attorney Docket No.: 312-AFF; -G



To the U.S. Patent and Trademark Office

100900046

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

ALM IP, LLC

MRP
1-28-99

2. Name and address of receiving party(ies):

NLP IP Company

901 North Market St., Suite 800
Wilmington, DE 19802

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State:
- Other: Limited Liability Co. - Delaware

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

3. Nature of conveyance:

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

Execution Date: December 29, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

See Attached Schedule A

TM

B. Trademark Registration No.(s):

See Attached Schedule B

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JAN 29 1999

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

ROBERTA JACOBS-MEADWAY, ESQ.
PANITCH SCHWARZE JACOBS & NADEL, P.C.
2005 Market Street - 22nd Floor
Philadelphia, PA 19103-7086
Telephone: (215) 567-2020
Facsimile: (215) 567-2991
E-Mail: psjn@psjn.com

6. Total number of applications and registrations involved: [62]

7. Total fee (37 CFR 3.41) Cal. $\frac{1}{61} \times \$40.00 = \$ \underline{40.00}$
 $\frac{61}{61} \times \$25.00 = \$ \underline{1,525.00}$

Authorized to be charged to deposit account

8. Deposit account number: 16-0235

DO NOT USE THIS SPACE

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9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Roberta Jacobs-Meadway
Name of Person Signing

Signature

January 27, 1999
Date

Total number of pages including cover sheet, attachments and document: [5]

SCHEDULE A
To Recordation Form Cover Sheet
Item 4.A. Trademark Application Nos.

75/134,401	75/530,606	75/551,054	75/566,688
75/171,609	75/530,607	75/552,310	75/566,689
75/257,346	75/536,443	75/552,321	75/575,124
75/273,083	75/536,720	75/552,580	75/575,633
75/278,453	75/539,667	75/552,979	75/576,786
75/278,456	75/541,281	75/554,173	75/580,205
75/278,457	75/543,808	75/554,176	75/580,206
75/278,458	75/543,822	75/555,965	75/581,701
75/284,942	75/543,823	75/563,239	
75/530,318	75/543,824	75/564,351	

SCHEDULE B
To Recordation Form Cover Sheet
Item 4.B. Trademark Registration Nos.

1,117,671	1,969,085	2,208,176
1,149,321	2,019,537	2,208,177
1,156,348	2,019,538	2,212,329
1,349,248	2,030,228	2,212,341
1,353,990	2,047,125	
1,357,978	2,076,554	
1,399,041	2,101,473	
1,800,695	2,133,994	
1,939,232	2,186,968	
1,963,636	2,208,175	

CERTIFICATE OF MERGER

OF

ALM IP, LLC

INTO

NLP IP COMPANY

The undersigned corporation formed and existing under and by virtue of the Delaware General Corporation Law, does hereby certify:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
ALM IP, LLC	Delaware
NLP IP COMPANY	Delaware

SECOND: An Agreement of Merger has been approved, adopted, certified and executed and acknowledged in accordance with Section 264(c) and Section 228 of the Delaware General Corporation Law and in accordance with Section 18-209 and Section 18-302(d) of the Delaware Limited Liability Company Act by ALM IP, LLC and NLP IP Company.

THIRD: The name of the surviving Delaware corporation is NLP IP Company.

FOURTH: The Certificate of Incorporation of NLP IP Company, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: The merger shall be effective on December 31, 1998.


SIXTH: 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 of the surviving corporation is 901 North Market Street, Suite 800, Wilmington, Delaware 19802.

SEVENTH: A copy of the Agreement of Merger will be furnished by the

surviving corporation, on request and without cost to any stockholder of NLP IP Company and
any member of ALM IP, LLC.

Dated as of December 29, 1998

NLP IP COMPANY

By: 
Name: Stephen C. Jacobs
Title: Vice President