



Tab settings

To the Honorable Commissioner of Patents 100859673

Attached original documents or copy thereof.

1. Name of conveying party(ies): 10-21-98 GBLSC, Inc. (Delaware corporation) GBLSC West, Inc. (California corporation)

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: December 31, 1992

2. Name and address of receiving party(ies)

Name: Sharks Management Corp.

Internal Address: Ten Almaden

Street Address: 10 Almaden Blvd., Suite 600

City: San Jose State: CA ZIP: 95113

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

(74/150,985 74/800,397)

10/26/1998 SBURMS 00000066 500205 74150985

FC:481 40.00 CH

FC:482 450.00 CH

B. Trademark Registration No.(s)

Table with 4 columns of registration numbers: 1,769,354, 1,796,012, 1,796,118, 1,730,360, etc.

Additional numbers attached? Yes No

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

Name: Samantha Payne

Internal Address: NHL Enterprises, L.P.

Street Address: 1251 Ave. of the Americas

City: New York State: NY ZIP: 10020-1198

6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41).....\$490.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

500205

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Mary J. Sotis Name of Person Signing

Mary J. Sotis Signature

October 29, 1998 Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 1805 FRAME: 0252

MERGER AGREEMENT

THIS MERGER AGREEMENT is entered into as of December 31, 1992 ("Plan of Merger") by and among Sharks Management Corp., a California corporation ("Sharks Management"), GBLSC, Inc., a Delaware corporation ("GBLSC") and GBLSC West, Inc., a California corporation ("GBLSC West"), (Sharks Management, GBLSC and GBLSC West being hereinafter sometimes called the "Constituent Corporations").

RECITALS

A. At the date of this Merger Agreement, GBLSC's authorized Capital Stock consists of 10,000 shares of Common Stock, par value \$.01, of which 100 shares are issued and outstanding ("GBLSC Common Stock").

B. At the date of this Merger Agreement, GBLSC West's authorized Capital Stock consists of 1,000 shares of Common Stock, without par value, of which 1,000 shares are issued and outstanding ("GBLSC West Common Stock").

C. At the date of this Merger Agreement, Sharks Management's authorized capital stock consists of 1,000 shares of Common Stock, without par value, of which 100 shares are issued and outstanding ("SMC Common Stock").

D. The Directors of the Constituent Corporations have deemed it advisable for the mutual benefit of the Constituent Corporations that GBLSC and GBLSC West be merged with and into Sharks Management under and pursuant to California General Corporation Law ("CGCL") Section 1108 and Delaware General Corporation Law ("DGCL") Section 252 and upon the terms and conditions hereinafter set forth.

E. The Directors of each of the Constituent Corporations have approved this Merger Agreement.

F. Pursuant to the provisions of Section 1101 of CGCL and Section 251 of DGCL this Merger Agreement was submitted to and approved and adopted by all the shareholders of each of the Constituent Corporations as of December 31, 1992.

NOW THEREFORE, the Constituent Corporations agree that:

1. GBLSC and GBLSC West shall be merged with and into Sharks Management and Sharks Management shall be the surviving corporation (the "Corporation"). When the merger becomes effective, the separate corporate existence of GBLSC and GBLSC

West shall cease and Sharks Management shall succeed to the properties, rights, privileges, powers, immunities and franchises of GBLSC and GBLSC West. All rights of creditors and all liens, if any, upon the property of GBLSC or GBLSC West shall be preserved and unimpaired to their full effect.

2. The terms and conditions of the merger, the mode of carrying the same into effect, and the manner and basis of making distribution to the shareholders of GBLSC and GBLSC West in extinguishment of and in substitution for all shares of GBLSC Common Stock and GBLSC West Common Stock, respectively, shall be as follows:

- (a) When the merger becomes effective, each share of GBLSC Common Stock shall cease to exist and shall be cancelled and extinguished;
- (b) When the merger becomes effective, each share of GBLSC West Common Stock shall cease to exist and shall be cancelled and extinguished; and
- (c) When the merger becomes effective, each share of SMC Common Stock shall continue to exist as an identical share of the Corporation.

3. When the merger becomes effective, its effect shall be as specified in the applicable provisions of Sections 1100-1109 of CGCL and Section 252 of DGCL.

4. When the merger becomes effective, the Articles of Incorporation, By-laws, Directors and Officers of Sharks Management immediately prior to the merger shall be the Articles of Incorporation, By-laws, Directors and Officers, respectively, of the Corporation.

5. This merger shall become effective at the close of calendar year 1992 (i.e. 11:59 p.m. on December 31, 1992) or, if later, at the later of the times at which filings required to effect the merger are made with the Secretaries of State of the States of California and Delaware.

6. The principal office of the Corporation shall be Ten Almaden, 10 Almaden Blvd., Suite 600, San Jose, CA 95113.

7. The Corporation hereby consents and submits to the jurisdiction of any local, state or federal court located in the State of Delaware for any proceeding to enforce against the Corporation any obligation of the Constituent Corporations and waives any objection which it may now or hereinafter have to the

laying of venue or to the jurisdiction of any such court in any such action or proceeding or any claim that any such court is an inconvenient forum. The Corporation hereby irrevocably designates, appoints and empowers the Secretary of State of Delaware to receive for it and on its behalf service of process in the State of Delaware, provided that a copy of such notice is timely sent to the Corporation.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Merger Agreement to be signed by its officers thereunto duly authorized, all as of the day and year first above written.

GBLSC, INC.

By: Arthur L. Savage
Arthur L. Savage, Vice-President

And: Irvin A. Leonard
Irvin A. Leonard, Secretary

GBLSC WEST. INC.

By: Arthur L. Savage
Arthur L. Savage, President

And: Irvin A. Leonard
Irvin A. Leonard, Secretary

SHARKS MANAGEMENT CORP.

By: Arthur L. Savage
Arthur L. Savage, President

And: Irvin A. Leonard
Irvin A. Leonard, Secretary