

05-22-2001

FORM PTO-1594  
1-31-92

5.8.01



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

101725125

copy thereof.

1. Name of conveying party: Escient, Inc.

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

Additional name(s) of conveying parties(ies) attached:  Yes  No

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

Name: CDDDB, Inc. MAY 8 2001

Internal Address: \_\_\_\_\_

Street Address: 6325 Digital Way

City: Indianapolis State: IN Zip: 46278

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State of Delaware
- Other \_\_\_\_\_

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

(Designation must be a separate document from Assignment)

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

3. Nature of Conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: December 31, 1999

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

A. Trademark Application No.(s)  
75/717,897

B. Trademark registration No.(s):

Additional numbers attached?  Yes  No

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

Name: Angela M. Fifelski

Internal Address: ICE MILLER

Street Address: One American Square, Box 82001

City: Indianapolis State: Indiana ZIP: 46282

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): ..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 09-0007

(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.*

Angela M. Fifelski  
Name of Person Signing

*Angela M. Fifelski*  
Signature May 8, 2001  
Date

Total number of pages including cover sheet: 8

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

05/21/2001 6TON11 00000109 75717897

01 FC:481

40.00 DP

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

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TRADEMARK  
REEL: 002300 FRAME: 0331

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CDDB, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1999, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1999, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 6 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 6:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0326417

DATE: 03-20-00

Exhibit A

TRADEMARK

REEL: 002300 FRAME: 0332

**CERTIFICATE OF MERGER  
OF  
FOREIGN CORPORATION  
INTO  
DELAWARE CORPORATION**

**(Under Section 252 of the General Corporation Law  
of the State of Delaware)**

THE UNDERSIGNED, CDDDB, Inc. (the "Surviving Corporation"), a corporation existing pursuant to the provisions of the General Corporation Law of the State of Delaware, as amended, (the "Delaware Act") in compliance with the requirements of the Delaware Act, and desiring to effect a merger of Escient, Inc., an Indiana corporation, with and into the Surviving Corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:

- (a) CDDDB, Inc. ("CDDDB"), a Delaware corporation; and
- (b) Escient, Inc. ("Escient"), an Indiana corporation.

2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by CDDDB and by Escient in accordance with the provisions of subsection (c) of Section 252 of the Delaware Act.

- (a) The name of the Surviving Corporation is CDDDB, Inc.
- (b) The Certificate of Incorporation of CDDDB, as previously amended and/or restated, shall be the Certificate of Incorporation of the Surviving Corporation.
- (c) The Surviving Corporation is a corporation of the State of Delaware.

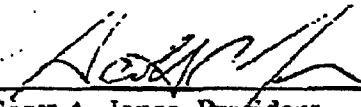
3. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 2141 4<sup>th</sup> Street, Berkeley, California 94710.

4. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of CDDDB or former shareholder of Escient.

5. The authorized capital stock of the Surviving Corporation is (a) 50,000,000 shares of Common Stock, \$0.01 par value, issuable in one or more series, and (b) 15,000,000 shares of Preferred Stock, \$0.01 par value, issuable in one or more series, 8,500,000 of which shall be designated Series A Convertible Preferred Stock.

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by Scott A. Jones, its President, and attested by Nora B. Doherty, its Secretary, to be effective December 31, 1999.

**CDDB, INC.**

By:   
Scott A. Jones, President

**ATTEST:**

By:   
Nora B. Doherty, Secretary

**ASSIGNMENT OF TRADEMARK**

WHEREAS, CDDDB, Inc. (the "Assignor"), a Delaware Corporation having an address of 6325 Digital Way, Indianapolis, Indiana 46278, is the owner of the following trademark that has been filed with the United States Patent and Trademark Office:

Mark: POWERFILE  
Services: Computer software and electronic hardware for storing and accessing digital media, namely movie, music, games, and global computer information network content to control DVD and CD changers  
Application No. 75/717,897  
Filed: June 1, 1999

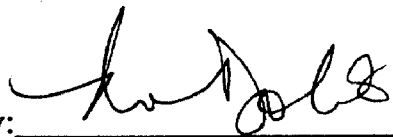
WHEREAS, Escient Technologies, LLC (the "Assignee"), a Delaware Corporation having an address of 6325 Digital Way, Indianapolis, Indiana 46278, is desirous of acquiring this trademark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all rights, title and interest in and to said trademark and application and registration thereof, together with the goodwill of the business associated with or symbolized by said mark and the above-identified registration thereof, and including the right to sue and collect damages for any and all past infringements.

Assignee is the successor to the portion of the business to which the trademark pertains and that business is ongoing.

Effective as of the 1<sup>st</sup> day of January, 2000.

CDDDB, Inc.

By: 

Nora Doherty  
Corporate Secretary  
CDDDB, Inc.

**ASSIGNMENT OF TRADEMARKS**

WHEREAS, Escient Technologies, LLC (the "Assignor"), a Delaware Corporation having an address of 6325 Digital Way, Indianapolis, Indiana 46278, is the owner of the following trademark that has been filed with the United States Patent and Trademark Office:

Mark: POWERFILE  
Services: Computer software and electronic hardware for storing and accessing digital media, namely movie, music, games, and global computer information network content to control DVD and CD changers  
Application No. 75/717,897  
Filed: June 1, 1999

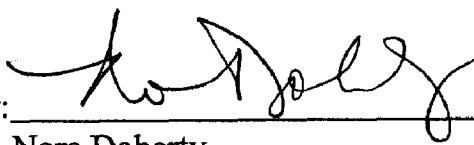
WHEREAS, Starmatix, Inc. (the "Assignee"), a California Corporation having an address of 6325 Digital Way, Indianapolis, Indiana 46278, is desirous of acquiring this trademark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all rights, title and interest in and to said trademark and application and registration thereof, together with the goodwill of the business associated with or symbolized by said mark and the above-identified application thereof, and including the right to sue and collect damages for any and all past infringements.

Assignee is the successor to the portion of the business to which the trademark pertains and that business is ongoing.

Effective as of the 1<sup>st</sup> day of January, 2000.

Escient Technologies, LLC

By:   
Nora Doherty  
Corporate Secretary  
Escient Technologies, LLC

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

**Re: Verified Statement under TMEP 501.01(a) Assignment of Intent-to-Use Application**

Mark: POWERFILE  
Application No. 75/717,897  
Filed: June 1, 1999  
Original Owner: Escient, Inc.  
Our File No.: T01850-US-1 (17380.0002)

**DECLARATION**

I, Nora Doherty, hereby swear and affirm as follows:

1. I am the Corporate Secretary for all of the following companies: CDDDB, Inc. ("CDDDB"), Escient Technologies, LLC ("Escient Technologies"), and Starmatix, Inc. ("Starmatix"). As Corporate Secretary for these companies, I have actual authority to sign this declaration on behalf of CDDDB, Escient Technologies, and Starmatix. I additionally was the Corporate Secretary for Escient, Inc., the Applicant for the above-referenced application.
2. Escient, Inc. ("Applicant") applied for the mark POWERFILE serial number 75/717,897 (the "Trademark").
3. On December 31, 1999, Applicant was merged into CDDDB (Articles of Merger attached as Exhibit A).
4. January 1, 2000, CDDDB transferred certain businesses and assets to Escient Technologies. The portion of the business of Applicant to which the Trademark pertains was transferred to Escient Technologies, and that business is ongoing and existing. Escient Technologies is the successor to CDDDB for the business of the Applicant to which the Trademark pertains. (Assignment of Trademark from CDDDB to Escient Technologies attached as Exhibit B).

5. Starmatix is a majority owned subsidiary of Escient Technologies, and Escient Technologies assigned the trademark "POWERFILE" to Starmatix together with the goodwill of the trademark to Starmatix. The portion of the business of Applicant to which the Trademark pertains was transferred to Starmatix. Starmatix is the successor to Escient Technologies for the businesses of Applicant to which the Trademark pertains. (Assignment of Trademark from Escient Technologies to Starmatix attached as Exhibit C).

6. The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, and that all statements made of her own knowledge are true and all statements made on information and belief are believed to be true.

5/3/01

Date



Nora Doherty  
Corporate Secretary CDDDB, Inc.  
Corporate Secretary Escient Technologies, LLC.  
Starmatix, Inc.

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