



06-15-2001

U.S. Patent & TMO/TM Mail Rpt Dt #11

06-26-2001

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RECORDED TR.



DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

101760389

Documents or copy thereof.

1. Name of conveying party(ies): SCC Communications Corp. 6-1501
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Intrado Inc. Internal Address: 6285 Lookout Road Street Address: Boulder CO 80301 City: Boulder State: CO Zip: 80301
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: June 4, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) (See Attached) B. Trademark Registration No.(s) (See Attached)
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Gordon E. R. Troy Internal Address: Street Address: PO Box 368 City: Charlotte State: VT Zip: 05445

6. Total number of applications and registrations involved: 28
7. Total fee (37 CFR 3.41): \$ 715.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number:
(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. Gordon E. R. Troy Signature Date: June 15, 2001

Total number of pages including cover sheet, attachments, and document: 9

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

TRADEMARK REEL: 002319 FRAME: 0301

Serial No/ App. Date	Reg. No/ Reg. Date	Mark	
75844565	11/9/1999	911.COM	
78/051719	3/7/2001	LOC-ALI	
75936492	3/6/2000	TELCONNECT	
75861887	12/1/1999	EWE	
75861891	12/1/1999	EMERGENCY WARNING AND EVACUATION	
75898002	1/19/2000	911.NET	
78/036848	11/28/2000	INTRADO (Stylized)	
75726059	6/10/1999	HELPING YOU RESPOND AT THE SPEED OF LIFE	
78/022629	8/23/2000	SCC	
75936493	3/6/2000	CALLMACHINE	
76006973	3/22/2000	9-1-1 SAFETYNET	
75936491	3/6/2000	LNP 2000	
78/019209	8/1/2000	PERSONAL SAFETYNET	
78020770	8/11/2000	REAL WORLD 911 (Stylized)	
78/043327	1/16/2001	INTRADO	
78/043345	1/16/2001	INFORMED RESPONSE	
75/332846	7/30/1997	2,219,789 1/19/1999	9-1-1 EXTENDED ARCHITECTURE
75/332848	7/30/1997	2,242,493 5/4/1999	9-1-1 NRC
73825647	9/14/1989	1610455 8/21/1990	CALL-STALKER
75011613	10/30/1995	2177126 7/28/1998	LIFESAFETY
75083250	4/3/1996	2173471 7/14/1998	911PLUS
75/163817	9/10/1996	2,204,802 11/24/1998	9-1-1 NET (STYLIZED)
75/332845	7/30/1997	2,236,263 3/30/1999	9-1-1 XA
75/332847	7/30/1997	2,224,837 2/16/1999	9-1-1 NATIONAL REFERENCE CENTER
75/724859	6/9/1999	2370781 7/25/2000	SCC AND MOUNTAIN LOGO
75350078	9/2/1997	2220250 1/26/1999	CRITICAL INFORMATION FOR CRITICAL SITUATIONS
74641353	5/27/1995	2177063 7/28/1998	PALLADIUM
75/489816	5/16/1998		9-1-1 CONNECT

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "INTRADO INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 12 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "SCC COMMUNICATIONS CORP." TO "INTRADO INC.", FILED THE FOURTH DAY OF JUNE, A.D. 2001, AT 11:30 O'CLOCK A.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

2351472 8100X

AUTHENTICATION: 1170951

010268131

DATE: 06-05-01

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REEL: 002319 FRAME: 0303

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**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF SCC COMMUNICATIONS CORP.  
a Delaware corporation**

SCC Communications Corp. (the "corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on September 17, 1993. The Certificate of Incorporation of the corporation was amended pursuant to a Certificate of Amendment of Certificate of Incorporation of the corporation filed with the Secretary of State of the State of Delaware on each of April 28, 1994; January 26, 1995; and March 5, 1996.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, the Amended and Restated Certificate of Incorporation was adopted by the corporation's Board of Directors and stockholders, the stockholders of the corporation having approved the Amended and Restated Certificate of Incorporation by the written consent of the holders of at least a majority of the outstanding share in accordance with Section 228 thereof, and written notice having been given in accordance with the requirements of such Section. The Amended and Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of this corporation.

3. The text of the Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

**ARTICLE I**

The name of this corporation is SCC Communications Corp.

**ARTICLE II**

The address of this corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

COR-REC-0000-117300-0220

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 06/29/1998  
981251692 - 2351472

TOTAL P. 02

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## ARTICLE III

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the Delaware General Corporation Law.

## ARTICLE IV

1. **Classes of Stock.** This corporation is authorized to issue two classes of stock, denominated Common Stock and Preferred Stock. The Common Stock shall have a par value of \$0.001 per share and the Preferred Stock shall have a par value of \$0.001 per share. The total number of shares of Common Stock which the Corporation is authorized to issue is Thirty Million (30,000,000), and the total number of shares of Preferred Stock which the Corporation is authorized to issue is Fifteen Million (15,000,000), which shares of Preferred Stock shall be undesignated as to series. Upon the filing of this Amended and Restated Certificate of Incorporation, each three (3) outstanding shares of Common Stock shall be converted into one (1) share of Common Stock, as the case may be (the "Stock Split"). No fractional shares of Common Stock or Preferred Stock, as the case may be, shall be issued upon the Stock Split.

2. **Issuance of Preferred Stock.** The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing one or more certificates pursuant to the Delaware General Corporation Law (each, a "Preferred Stock Designation"), to fix or alter from time to time the designations, powers, preferences and rights of each such series of Preferred Stock and the qualifications, limitations or restrictions thereof, including without limitation the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly-unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

3. **Rights, Preferences, Privileges and Restrictions of Common Stock**

(a) **Dividend Rights.** Subject to the prior or equal rights of holders of all classes of stock at the time outstanding having prior or equal rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

(b) **Redemption.** The Common Stock is not redeemable upon demand of any holder thereof or upon demand of this corporation.

(c) **Voting Rights.** The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

#### ARTICLE V

1. **Exculpation.** A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to further reduce or to authorize, with the approval of the corporation's stockholders, further reductions in the liability of the corporation's directors for breach of fiduciary duty, then a director of the corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended.

2. **Indemnification.** To the extent permitted by applicable law, this corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the corporation, its stockholders, and others.

3. **Effect of Repeal or Modification.** Any repeal or modification of any of the foregoing provisions of this Article V shall be prospective and shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of the corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

#### ARTICLE VI

Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the corporation.

#### ARTICLE VII

No holder of shares of stock of the corporation shall have any preemptive or other right, except as such rights are expressly provided by contract, to purchase or subscribe for or receive any shares of any class, or series thereof, of stock of the corporation, whether now or hereafter

authorized, or any warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any share of any class, or series thereof, of stock; but such additional shares of stock and such warrants, options, bonds, debentures or other securities convertible into, exchangeable for or carrying any right to purchase any shares of any class, or series thereof, of stock may be issued or disposed of by the Board of Directors to such persons, and on such terms and for such lawful consideration as in its discretion it shall deem advisable or as the corporation shall have by contract agreed.

#### ARTICLE VIII

The corporation is to have a perpetual existence.

#### ARTICLE IX

The corporation reserves the right to repeal, alter, amend or rescind any provision contained in this Amended and Restated Certificate of Incorporation and/or any provision contained in any amendment to or restatement of this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE X

The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws by the requisite affirmative vote of Directors as set forth in the Bylaws; provided, however, that the stockholders may change or repeal any bylaw adopted by the Board of Directors by the requisite affirmative vote of stockholders as set forth in the Bylaws; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

#### ARTICLE XI

No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws, and no action shall be taken by the stockholders by written consent.

#### ARTICLE XII

Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation."

**SIGNATURES**

**IN WITNESS WHEREOF**, this Amended and Restated Certificate of Incorporation has been signed under the seal of this corporation this 29th day of June, 1998.

**SCC COMMUNICATIONS CORP.,**  
a Delaware corporation

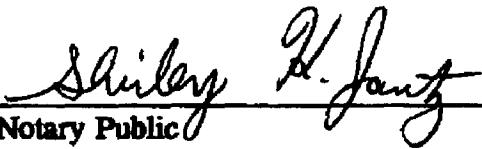
By: 

**John G. Lewis**  
Assistant Secretary

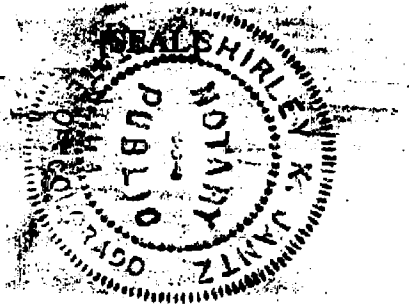
STATE OF COLORADO )  
 ) ss.  
CITY & COUNTY OF DENVER )

Subscribed and sworn to before me this 29th day of June, 1998, by John G. Lewis as Assistant Secretary of SCC Communications Corp., a Delaware corporation.

WITNESS my hand and official seal.

  
Notary Public

My commission expires: March 31, 2001



CO-84518800.117300.0220



**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
INTRADO INC.  
INTO  
SCC COMMUNICATIONS CORP.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, SCC Communications Corp. (the "Corporation") hereby certifies:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of the capital stock of Intrado Inc., a corporation incorporated pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary").

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent dated as of May 25, 2001, determined to merge the Subsidiary into the Corporation and to change the corporate name of the Corporation to "Intrado Inc." on the conditions set forth in such resolutions:

**RESOLVED:** That the Corporation shall merge into itself its wholly owned subsidiary, Intrado Inc., a Delaware corporation (the "Subsidiary"), and shall assume all of the Subsidiary's liabilities and obligations (the "Merger"); and that upon the effectiveness of the Merger, the Corporation's corporate name shall be changed to "Intrado Inc."

**RESOLVED:** That the President and Chief Executive Officer and the Chief Financial Officer of the Corporation (the "Authorized Officers") are jointly and severally authorized and directed to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of the preceding resolution and this resolution, the filing thereof to be conclusive evidence of the authorization thereof by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this Certificate of Ownership and Merger to be signed by its Chief Executive Officer and President as of June 4, 2001.

SCC COMMUNICATIONS CORP.

By:   
George K. Heinrichs  
Chief Executive Officer and President