

01-25-2002



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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings ⇌ ⇌ ⇌

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1.14.02

1. Name of conveying party(ies):

J.D. Power and Associates

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State **California**
- Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)

Name: J.D. Power and Associates

Internal

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

Street Address: 30401 Agoura Road

City: Agoura Hills State: CA Zip: 91301

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State **a Delaware corporation**
- 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: July 12, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1652559; 1619003; 2486839; 2389394;  
1948449; 1918293; 2484450; 2475134;

Additional number(s) attached  Yes  No 1787607

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

Name: Daniel Scott Schecter, Esq.

Internal Address: Latham and Watkins

Street Address: 633 West Fifth Street

Suite 4000

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: \_\_\_\_\_

9

7. Total fee (37 CFR 3.41).....\$ 240.00

- 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.

J. Luis Farias

Name of Person Signing

Signature

12/10/01  
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 Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01/24/2002 TDIAZ1 00000251 1652559

01 FC:481 40.00 DP  
02 FC:482 200.00 DP

TRADEMARK  
REEL: 002430 FRAME: 0328

# State of California



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 13 2001

Secretary of State



**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**J. D. POWER & ASSOCIATES**  
**(a California corporation)**

**AND**

**J.D. POWER AND ASSOCIATES**  
**(a Delaware corporation)**

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

**JUL 12 2001**

**BILL JONES, Secretary of State**

It is hereby certified that:

1. J. D. Power & Associates ("California J.D. Power"), is a corporation organized and existing under the laws of the State of California.
2. J.D. Power and Associates ("Delaware J.D. Power."), is a corporation organized and existing under the laws of the State of Delaware.
3. California J.D. Power owns all of the outstanding shares of capital stock of Delaware J.D. Power.
4. The Board of Directors of California J.D. Power determined to merge itself into Delaware J.D. Power pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code and adopted the following resolutions as of April 30, 2001:

WHEREAS, the Corporation owns all of the issued and outstanding shares of capital stock of J.D. Power and Associates, a Delaware corporation ("Delaware J.D. Power"); and

WHEREAS, it is deemed to be advisable and in the best interests of the Corporation that the Corporation merge itself with and into Delaware J.D. Power;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall merge itself with and into Delaware J.D. Power, its wholly-owned subsidiary corporation, and Delaware J.D. Power shall assume all of the Corporation's obligations pursuant to Section 253 of the Delaware General Corporation law and Section 1110 of the California Corporations Code (the "Merger"); and

**RESOLVED FURTHER**, that, at the effective time of the Merger, each outstanding share, \$.25 par value, of the Corporation shall be converted into one share of Common Stock, \$.001 par value, of Delaware J.D. Power; and

**RESOLVED FURTHER**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger setting forth these resolutions to merge the Corporation into Delaware J.D. Power, and to file or cause to be filed said Certificate of Ownership and Merger with the Delaware Secretary of State and the California Secretary of State, and to execute such other documents and take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to effect the transactions contemplated by the foregoing resolutions.

5. The merger has been adopted, approved, certified, executed and acknowledged by the Board or Directors of California J.D. Power in accordance with the California Corporations Code and has been approved by the Board of Directors of Delaware J.D. Power in accordance with the provisions of the Delaware General Corporation Law.

6. The merger has been approved by the required vote of the shareholders of California J.D. Power in accordance with Section 1201(d) of the California Corporations Code. California J.D. Power has only one class of shares and the total number of outstanding shares is 1,048,341. The number of shares voting in favor of the merger equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of each class of shares.

8. California J.D. Power hereby merges with and Delaware J.D. Power, with Delaware J.D. Power being the surviving entity.

*[Signature page follows]*

IN WITNESS WHEREOF, J. D. Power & Associates has caused this certificate to be signed by its President and Secretary this 30<sup>th</sup> day of April, 2001

J. D. POWER & ASSOCIATES,  
a California corporation

By: Stephen C. Goodall

Name: Stephen C. Goodall

Title: President

By: James D. Power IV

Name: James D. Power IV

Title: Secretary



**RESOLVED FURTHER**, that, at the effective time of the Merger, each outstanding share, \$.25 par value, of the Corporation shall be converted into one share of Common Stock, \$.001 par value, of Delaware J.D. Power; and

**RESOLVED FURTHER**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger setting forth these resolutions to merge the Corporation into Delaware J.D. Power, and to file or cause to be filed said Certificate of Ownership and Merger with the Delaware Secretary of State and the California Secretary of State, and to execute such other documents and take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to effect the transactions contemplated by the foregoing resolutions.

5. The merger has been adopted, approved, certified, executed and acknowledged by the Board or Directors of California J.D. Power in accordance with the California Corporations Code and has been approved by the Board of Directors of Delaware J.D. Power in accordance with the provisions of the Delaware General Corporation Law.

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J. D. POWER & ASSOCIATES,  
a California corporation

By: Stephen C. Goodall  
Name: Stephen C. Goodall  
Title: President

By: James D. Power IV  
Name: James D. Power IV  
Title: Secretary

*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, 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:

"J.D. POWER & ASSOCIATES", A CALIFORNIA CORPORATION,  
WITH AND INTO "J.D. POWER AND ASSOCIATES" UNDER THE NAME OF  
"J.D. POWER AND ASSOCIATES", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE TWELFTH DAY OF JULY, A.D. 2001, AT  
9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

3371783 8100M

010336645



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*  
AUTHENTICATION: 1239941

DATE: 07-12-01

TRADEMARK  
REEL: 002430 FRAME: 0335



**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**J. D. POWER & ASSOCIATES**  
**(a California corporation)**

**AND**

**J.D. POWER AND ASSOCIATES**  
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3. California J.D. Power owns all of the outstanding shares of capital stock of Delaware J.D. Power.
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WHEREAS, the Corporation owns all of the issued and outstanding shares of capital stock of J.D. Power and Associates, a Delaware corporation ("Delaware J.D. Power"); and

WHEREAS, it is deemed to be advisable and in the best interests of the Corporation that the Corporation merge itself with and into Delaware J.D. Power;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall merge itself with and into Delaware J.D. Power, its wholly-owned subsidiary corporation, and Delaware J.D. Power shall assume all of the Corporation's obligations pursuant to Section 253 of the Delaware General Corporation law and Section 1110 of the California Corporations Code (the "Merger"); and