

03-06-2002

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



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

102003632

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

1. Name of conveying party:
BUNGIE SOFTWARE CORPORATION

2-15-02

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

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party:

Name: MICROSOFT CORPORATION

Internal Address: _____

Street Address: ONE MICROSOFT WAY

City: REDMOND State: WA ZIP: 98052

Individual(s) citizenship _____
 Association
 General Partnership Limited Partnership
 Corporation - State WASHINGTON
 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 Dates:
 1) January 8, 2002 3) _____
 2) _____ 4) _____

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

A. Trademark Application No(s). <u>75/362,042</u> <u>75/638,523</u>	B. Trademark Registration No(s). 2,038,273
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Additional numbers attached? Yes No

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

Name: Seed Intellectual Property Law Group PLLC

Internal Address: _____

Street Address: 701 Fifth Avenue, Suite 6300

City: Seattle State: WA ZIP: 98104-7092

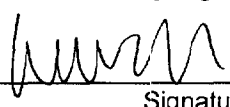
6. Total number of applications and registrations involved.....3

7. Total Fee (37 CFR 3.41):\$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-1090
 (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.

WILLIAM O. FERRON, JR.  Feb. 7, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 24, 2002

5712-142-4

CSC NETWORKS
700 S 2ND ST
SPRINGFIELD, IL 62704

RE MICROSOFT CORPORATION

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED OR BE SUBJECT TO A FINE AS PROVIDED BY THE BUSINESS CORPORATION ACT.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICERS OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
DOCUMENT SECTION
TELEPHONE (217) 782-7880

Form **BCA-11.25**

(Rev. Jan. 1999)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-6961
http://www.sos.state.il.us

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # **5712-142-4**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date **1/24/02**

Filing Fee \$ **100.00**

Approved: 

FILED

JAN 24 2002

**JESSE WHITE
SECRETARY OF STATE**

1. Names of the corporations proposing to merge/consolidate/exchange shares, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Bungie Software Products Corporation	Illinois	57121424
Microsoft Corporation	Washington	57537728

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the surviving/new/acquiring corporation: Microsoft Corporation

(b) It shall be governed by the laws of: the state of Washington

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of merger/consolidation/exchange is as follows:

SEE ATTACHED PLAN OF MERGER.

5. Plan of merger/consolidation/exchange was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 – 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Bungle Software Products Corp.	100	100
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries) NA
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day) _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated January 8, 2002 (Month & Day) (Year)
attested by [Signature] (Signature of Secretary or Assistant Secretary)
John A. Seethoff, Assistant Secretary (Type or Print Name and Title)

Microsoft Corporation (Exact Name of Corporation)
by [Signature] (Signature of President or Vice President)
John G. Connors, Senior Vice President (Type or Print Name and Title)

Dated January 8, 2002 (Month & Day) (Year)
attested by [Signature] (Signature of Secretary or Assistant Secretary)
Kevin J. Fay, Secretary (Type or Print Name and Title)

Bungle Software Products Corporation (Exact Name of Corporation)
by [Signature] (Signature of President or Vice President)
John A. Seethoff, President (Type or Print Name and Title)

Dated _____ (Month & Day) (Year)
attested by _____ (Signature of Secretary or Assistant Secretary)

(Type or Print Name and Title)

(Exact Name of Corporation)
by _____ (Signature of President or Vice President)

(Type or Print Name and Title)

**PLAN OF MERGER
OF
SUBSIDIARY CORPORATION**

Pursuant to RCW 23B.11.040 and Section 11.30 of the Illinois Business Corporation Act, the Plan of Merger of Bungie Software Products Corporation, an Illinois corporation ("Bungie"), with and into Microsoft Corporation, a Washington corporation ("Microsoft"), is as follows:

1. Microsoft is the owner of all of the outstanding shares of Bungie and hereby merges Bungie with and into Microsoft pursuant to the provisions of the Illinois Business Corporation Act and pursuant to the provisions of the Washington Business Corporation Act.

2. Bungie, the disappearing corporation, shall cease to exist as of the effective time and date of the merger pursuant to the provisions of the Illinois Business Corporation Act, and Microsoft, the surviving corporation, shall continue its existence pursuant to the provisions of the Washington Business Corporation Act.

3. The issued and outstanding shares of Bungie immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, nor shall any cash or other consideration be paid or delivered for such shares, but each said share, which is issued and outstanding at the effective time and date of the merger, shall be surrendered and extinguished.

4. Each share of Microsoft, which is issued and outstanding at the effective time and date of the merger, is to be an identical issued and outstanding share of Microsoft.

5. No shares of Microsoft and no shares, securities, or obligations convertible into such share of Microsoft shall be issued or delivered under this Plan of Merger.

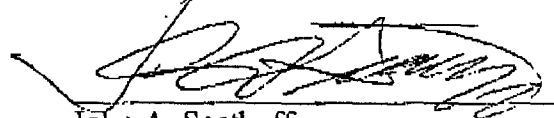
6. Microsoft's articles of incorporation are not amended in any respect or manner by this Plan of Merger.

7. The officers of Microsoft are hereby authorized, empowered and directed to execute the Articles of Merger in the name and on behalf of Microsoft, and any and all other documents or instruments necessary in connection with the merger and to file such Articles of Merger with the appropriate authorities in the State of Washington and to file such Articles of Merger with the appropriate authorities in the State of Illinois, and to take any and all further action as either of such officers deems reasonable, necessary, or appropriate, including paying all necessary fees, to properly merge Bungie with and into Microsoft.

8. This plan of merger is adopted pursuant to a resolution of the Board of Directors of Microsoft.

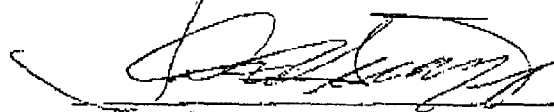
DATED this 8th day of January 2002.

MICROSOFT CORPORATION



John A. Seethoff
Assistant Secretary

BUNGIE SOFTWARE PRODUCTS CORPORATION



John A. Seethoff
President