

03-18-2002

U.S. Department of Commerce
Patent and Trademark Office

102019628

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

1. Name of conveying party(ies):

Silicon Alley Management, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation - State of Delaware
☐ 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, 2001

2. Name and Address of receiving party(ies)

Name: Dot Hill Systems Corp.

Address: 6305 El Camino Real
Carlsbad, CA 92009 T☐ 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
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☐ No

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

A. Trademark Application No.(s) 75763697; 75704057;
76270363B. Trademark Registration No.(s) 2393886; 2488725;
2514491; 2520739; 1993223; 2034275; 2076975; 2076976;
2530400Additional numbers attached? ☐ Yes ☒ No

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

Edward M. Rosensteel, Esq.
Rosensteel & Beckmann LLC
90 Park Avenue, 17th floor
New York, NY 10016-13016. Total number of applications and registrations involved: 127. Total fee (37 CFR 3.41)..... \$ 315.00☒ Enclosed

☐ Any deficiency is authorized to be charged to
 Deposit Account No. _____

8. Deposit Account No. _____

(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.

Edward M. Rosensteel
Name of Person Signing

Signature

Date

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

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

RMD/RMD/99999/00/431109.1

TRADEMARK
REEL: 002463 FRAME: 0120

The First State

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:

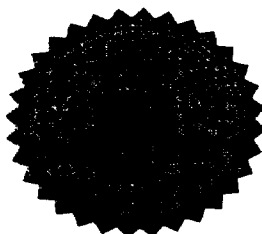
"SILICON ALLEY MANAGEMENT, INC.", A DELAWARE CORPORATION, WITH AND INTO "DOT HILL SYSTEMS CORP." UNDER THE NAME OF "DOT HILL SYSTEMS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2001, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK A.M.

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

3396173 8100M

020004130



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1591501

DATE: 02-01-02

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

**SILICON ALLEY MANAGEMENT, INC., A DELAWARE CORPORATION
WITH AND INTO ITS PARENT COMPANY
DOT HILL SYSTEMS CORP., A DELAWARE CORPORATION**

Dot Hill Systems Corp., a Delaware corporation (or "Dot Hill"), does hereby certify that:

FIRST: Dot Hill was incorporated on the 24th day of May, 2001, in accordance with Delaware Code Title 8 §102 *et seq.*, the General Corporation Law of Delaware (the "DGCL").

SECOND: Silicon Alley Management, Inc., a Delaware corporation (or "Silicon Alley Management"), was also incorporated on the 12th day of September, 1997, also in accordance with Delaware Code Title 8 §102 *et seq.*

THIRD: Silicon Alley Management is authorized to issue Three Thousand (3,000) shares of capital stock having one cent (\$.01) par value per share, all of the outstanding shares of which are issued to and held of record by Dot Hill.

FOURTH: The Board of Directors of Dot Hill has, by its Unanimous Written Consent recorded on December 21, 2001, adopted a resolution authorizing the merger of its wholly-owned subsidiary, Silicon Alley Management, with and into Dot Hill in accordance with §253 of the DGCL. The resolution approved by the Board of Directors in its Unanimous Written Consent is set forth as follows:

RESOLVED, that the Board of Directors of Dot Hill Systems Corp., a Delaware corporation (or the "Corporation") hereby approves of the merger of its wholly-owned subsidiary, Silicon Alley Management, Inc., with and into the Corporation pursuant to Delaware Code Title 8 §253, wherein the Corporation shall serve as the surviving corporation to the merger.


FIFTH: The name of the surviving corporation to the merger shall be "Dot Hill Systems Corp."

SIXTH: The Certificate of Incorporation and Bylaws of Dot Hill shall be the Certificate of Incorporation and Bylaws of the surviving corporation without amendment or other modification.

SEVENTH: The effective legal date of the merger contemplated by this Certificate and related documents shall be at 11:59 p.m. on December 31, 2001.

IN WITNESS WHEREOF, Dot Hill has caused this certificate to be signed, affirmed and acknowledged by its Vice President this 21st day of December, 2001, and such certificate is the act and deed of Dot Hill and the facts stated herein are true.

DOT HILL SYSTEMS CORP.
A Delaware Corporation

BY: 
Name: Preston Romm
Title: Vice President Finance and CFO

PLAN OF MERGER
OF
SILICON ALLEY MANAGEMENT, INC.
WITH AND INTO
DOT HILL SYSTEMS CORPORATION (DELAWARE)

PLAN OF MERGER

This Plan of Merger (or this "Plan"), dated as of December 21, 2001, is between Dot Hill Systems Corporation (Delaware), a Delaware corporation (or "Dot Hill"), and Silicon Alley Management, Inc., a Delaware corporation (or "Silicon Alley Management").

RECITALS

- A. Silicon Alley Management is a validly organized and existing business corporation established under the laws of the State of Delaware that is authorized to issue Three Thousand (3,000) shares of common stock having a One Cent (\$.01) par value per share, all of the outstanding shares of which are issued to and held of record by Dot Hill;
- B. Dot Hill is a validly organized and existing business corporation established under the laws of the State of Delaware.
- C. In accordance with Section 253 of the General Corporation Law of Delaware, the Board of Directors of Dot Hill has adopted resolutions approving this Plan of Merger and the merger of Silicon Alley Management into Dot Hill, and deems it desirable and in the best interests of Dot Hill and Silicon Alley Management that, for the purpose of effecting a tax-free reorganization pursuant to §368 of the Internal Revenue Code of 1986, as amended, the properties, assets and liabilities of Dot Hill and Silicon Alley Management be combined into one surviving corporation, which shall be Dot Hill (the "Merger");

TERMS AND CONDITIONS OF MERGER

1. **Merger.** At the Effective Time (as defined in Section 3 hereof) Silicon Alley Management shall be merged with and into Dot Hill in accordance with Section 253 of the General Corporation Law of Delaware and the terms and conditions of this Plan of Merger. At the Effective Time, the separate existence of Silicon Alley Management as a Delaware corporation shall cease, and the corporate existence of Dot Hill shall continue unimpaired and unaffected by the Merger as the surviving corporation to the Merger.

2. **Conversion of Shares.** As of the effective time, and by virtue of the Merger:

(a) Each share of Silicon Alley Management \$.01 par value common stock outstanding immediately prior to the Effective Time shall be cancelled and no cash, shares, property or other form of consideration shall be delivered in exchange therefor and the certificate(s) representing such share (or shares) shall be surrendered to Dot Hill; and

(b) Each share of Dot Hill common stock outstanding immediately prior to the Effective Time shall remain one share of Dot Hill common stock without the issuance or exchange of new shares or share certificates by operation of law and without any further action by the holder thereof.

3. **Filing and Effective Time.** All appropriate documents and instruments as are required to be filed with the Secretary of State of the State of Delaware shall be delivered, filed and recorded with the appropriate state officials for filing and the Merger shall become effective as of 11:59 p.m. on December 31, 2001 (the "Effective Time").

4. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of Dot Hill in effect immediately prior to the Effective Time shall remain the Certificate of Incorporation and Bylaws of the surviving corporation, Dot Hill, until amended in accordance with the applicable provisions of the General Corporation Law of Delaware. The name of the surviving entity shall remain "Dot Hill Systems Corporation (Delaware)."

5. Directors and Officers. From and after the Effective Time, the officers and directors of Dot Hill shall continue to be the officers and directors of the surviving corporation, and shall hold office in accordance with the terms of the Bylaws of the surviving corporation.

6. Further Assurances. Silicon Alley Management shall at any time, or from time to time, as and when requested by Dot Hill (or any successor or assign of Dot Hill), execute and deliver, or cause to be executed and delivered, in the name of Silicon Alley Management by its last acting officers and directors, or by the corresponding officers of Dot Hill, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further action as Dot Hill (or any successor or assign of Dot Hill), may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or confirm to Dot Hill (or any successor or assign of Dot Hill), title to and possession of all of the property, rights, privileges, powers, immunities, franchises and interests of Silicon Alley Management and otherwise to carry out the intent and purposes of this Plan of Merger.

7. Interpretation. The description headings herein are provided for convenience of reference only and are not part of and do not affect the meaning or interpretation of this Plan of Merger.

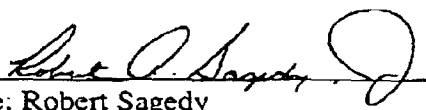
8. Governing Law. This Plan of Merger shall be governed by the laws of the State of Delaware unless preempted by the laws of the United States.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized personnel as of this 21st day of December, 2001.

DOT HILL SYSTEMS CORPORATION
(DELAWARE)
A Delaware Corporation

SILICON ALLEY MANAGEMENT, INC.
A Delaware Corporation

BY: 
Name: Preston Romm
Title: Vice President Finance & CFO

BY: 
Name: Robert Sagedy
Title: Treasurer

ROSENSTEEL & BECKMANN
LLC

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February 26, 2002

VIA EXPRESS MAIL

U.S. Patent and Trademark Office
Office of Public Records
Box Assignment
Crystal Gateway 4, Room 335
Washington, D. C. 20231

Re: Recordation of Document:
Merger of Silicon Alley Management, Inc. with and into
Dot Hill Systems Corp.
Attorney Ref: 10926

Dear Sir or Madam:

We enclose the following

- 1) Certificate of Merger;
- 2) A Recordation Form Cover Sheet; and
- 3) A check in the amount of \$315.00 to cover the recordal fee.

Please record the assignment against the trademark applications listed on the Recordation Form Cover Sheet.

Please address all communications, either by mail or telephone, to the undersigned.

Respectfully submitted,

ROSENSTEEL & BECKMANN LLC
Attorneys for Registrant

By: 

Edward M. Rosensteel

Enclosures

RECORDED: 02/26/2002

TRADEMARK
REEL: 002463 FRAME: 0129