

09-05-2002

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

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

Tab settings

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

1. Name of conveying party(ies):

Kleptomaniac.com, Inc.

09-03-02

- 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: Online Partners.com, Inc.

Internal Address:

Street Address: 995 Market Street, 14th Floor

City: San Francisco State: CA Zip: 94103

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, Security Agreement, Other, Merger, Change of Name

Execution Date: December 31, 2001

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

A. Trademark Application No.(s)

76/263,309

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Lisa M. Greenwald

Internal Address: Cooley Godward LLP

Street Address: One Maritime Plaza, 20th Floor

City: San Francisco State: CA Zip: 94111

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:

03-3118

(Attach duplicate copy of this page if paying by deposit account)

OFFICE OF PUBLIC RECORDS 2002 SEP -3 AM 10:02 FINANCE SECTION

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.

Lisa M. Greenwald

Name of Person Signing

Signature

8-21-02

Date

09/04/2002

BYRNE 00000200 76263309

Total number of pages including cover sheet, attachments, and document: 5

01 FC:481

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

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TRADEMARK REEL: 002575 FRAME: 0291

# Delaware

PAGE 1

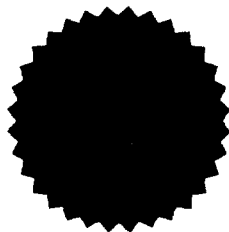
*The First State*

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 MERGER, WHICH MERGES:

"KLEPTOMANIAC.COM, INC.", A CALIFORNIA CORPORATION,

"PLANETOUT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ONLINE PARTNERS.COM, INC." UNDER THE NAME OF "ONLINE PARTNERS.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2811624 8100M

AUTHENTICATION: 1912145

020486649

DATE: 07-31-02  
TRADEMARK

REEL: 002575 FRAME: 0292

**PLANETOUT CORPORATION**  
a Delaware corporation

# 2611952

and

**KLEPTOMANIAC.COM, INC.**  
a California corporation

INTO

**ONLINE PARTNERS.COM, INC.**  
a Delaware corporation

2811604

**CERTIFICATE OF MERGER**

**OF**

**PLANETOUT CORPORATION**  
a Delaware corporation

**and**

**KLEPTOMANIAC.COM, INC.**  
a California corporation

**INTO**

**ONLINE PARTNERS.COM, INC.**  
a Delaware corporation

---

**Pursuant to Section 252 of the  
General Corporation Law of the State of Delaware**

---

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<b>Name</b>	<b>State of Incorporation</b>
PlanetOut Corporation	Delaware
Kleptomaniac.com, Inc.	California
Online Partners.com, Inc.	Delaware

2. An Agreement and Plan of Merger dated as of December 31, 2001 (the "Merger Agreement"), setting forth the terms and conditions of the merger of PlanetOut Corporation and Kleptomaniac.com, Inc. with and into Online Partners.com, Inc. (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Online Partners.com, Inc. (the "Surviving Corporation").

4. The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of Online Partners.com, Inc. in effect immediately prior to the effective time of the Merger.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 995 Market Street, 15<sup>th</sup> Floor, San Francisco, CA 94103.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the surviving corporation, Online Partners.com, Inc., has caused this Certificate of Merger to be executed in its corporate name this 31<sup>st</sup> day of December, 2001.

ONLINE PARTNERS.COM, INC.,  
a Delaware corporation

By: 

Title: CEO  
Jeff Soukup, Chief Financial Officer

One Maritime Plaza  
20th Floor  
San Francisco, CA  
94111-3580  
Main 415 693-2000  
Fax 415 951-3699

Broomfield, CO  
720 566-4000  
Kirkland, WA  
425 893-7700  
Menlo Park, CA  
650 843-5100  
Palo Alto, CA  
650 843-5000  
Reston, VA  
703 456-8000  
San Diego, CA  
858 550-6000

www.cooley.com

August 21, 2002

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

LISA M. GREENWALD  
(415) 693-2103  
lgreenwald@cooley.com

**Re: Recordation Form Cover Sheet – Trademarks Only**  
**Our File: Planetout Partners USA, Inc./General Trademark**  
**Our Reference: 164676-201**

Dear Sir:

Attached you will find a Recordation Form Cover Sheet with a copy of a certified Certificate of Merger of Kleptomaniac.com, Inc. into Online Partners.com, Inc. issued by the Delaware Secretary of State.

Also attached is our check in the amount of \$40.00 to cover the fee for filing the recordation. Please charge any deficiency or credit any overpayment of this fee to Deposit Account No. 03-3118. For your reference, we are attaching a duplicate copy of this letter as authorization.

Thank you very much. If you have any questions, please contact me immediately. Kindly acknowledge your receipt of these materials by stamping and returning the provided pink postcard.

Very truly yours,

COOLEY GODWARD LLP



Lisa M. Greenwald

LMG:mab

Attachments

cc: John W. Crittenden, Esq.

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GM@2011.DOC

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

**Kleptomaniac.com, Inc.**

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation-State
- 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: **Online Partners.com, Inc.**

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

Street Address: **995 Market Street, 14<sup>th</sup> Floor**

City: **San Francisco** State: **CA** Zip: **94103**

- 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

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

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**76/263,309**

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Name: **Lisa M. Greenwald**

Internal Address: **Cooley Godward LLP**

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**03-3118**

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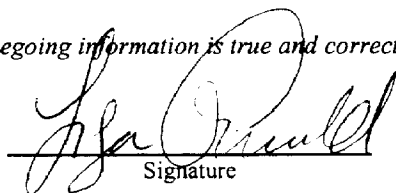
**DO NOT USE THIS SPACE**

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**Lisa M. Greenwald**

Name of Person Signing



Signature

**8-21-02**

Date

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Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

# Delaware

PAGE 1

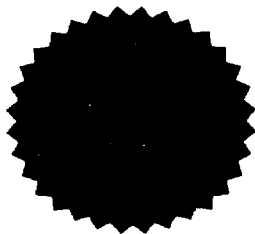
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"PLANETOUT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ONLINE PARTNERS.COM, INC." UNDER THE NAME OF "ONLINE PARTNERS.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2811624 8100M

AUTHENTICATION: 1912145

020486649

DATE: 07-31-02

TRADEMARK

REEL: 002575 FRAME: 0298



PLANETOUT CORPORATION  
a Delaware corporation

# 2611952

and

KLEPTOMANIAC.COM, INC.  
a California corporation

INTO

ONLINE PARTNERS.COM, INC.  
a Delaware corporation

2811604

**CERTIFICATE OF MERGER**

**OF**

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a Delaware corporation

**and**

**KLEPTOMANIAC.COM, INC.**  
a California corporation

**INTO**

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Online Partners.com, Inc.	Delaware

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**ONLINE PARTNERS.COM, INC.,**  
a Delaware corporation

By: 

Title: CEO  
Jeff Soukup, Chief Financial Officer