

11-20-2002

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

To the Honorable Commission

102287450

ed original document or copy thereof.

1. Name of conveying party:
ENSEMBLE STUDIOS CORPORATION

11.13.02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State DELAWARE
 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) April 2, 2002 3) _____
 2) _____ 4) _____

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

A. Trademark Application No(s). _____

B. Trademark Registration No(s).
 2,584,408
 2,584,409

Additional numbers attached? Yes No

6. Total number of applications and registrations involved..... 2

7. Total Fee (37 CFR 3.41): \$ 65.00

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)

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

Name: Seed Intellectual Property Law Group PLLC

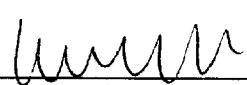
Internal Address: _____

Street Address: 701 Fifth Avenue, Suite 6300

City: Seattle State: WA ZIP: 98104-7092

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.  NW. 5, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: _____ 6

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CAIRNCROSS

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**MERGER
OF
ENSEMBLE STUDIOS CORPORATION
INTO
MICROSOFT CORPORATION**

September 9, 2002

**CLOSING BOOK
INDEX OF DOCUMENTS**

1. Certificate of Merger of Ensemble Studios Corporation into Microsoft Corporation as filed with the Delaware Secretary of State on September 9, 2002.
2. Certificate of Ownership and Merger of Ensemble Studios Corporation into Microsoft Corporation on April 2, 2002.
3. Certificate of a Resolution of the Board of Directors of Microsoft Corporation on April 2, 2002.

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CAIRNCROSS

003

Delaware

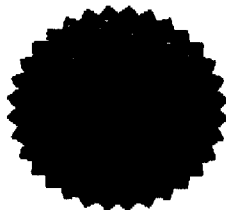
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"ENSEMBLE STUDIOS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "MICROSOFT CORPORATION" UNDER THE NAME OF "MICROSOFT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3566789 8100M

020560811

AUTHENTICATION: 1973156

DATE: 09-09-02

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004

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/09/2002
020560811 - 2590933

CERTIFICATE OF OWNERSHIP AND MERGER
OF
ENSEMBLE STUDIOS CORPORATION
INTO
MICROSOFT CORPORATION

Pursuant to Section 253 of the Delaware General Corporation Law, the undersigned, being an officer of Microsoft Corporation, a Washington corporation (the "Parent"), hereby submits the following Certificate of Ownership and Merger for the purpose of merging Ensemble Studios Corporation, a Delaware corporation and wholly-owned subsidiary of the Parent (the "Subsidiary"), with and into the Parent pursuant the provisions of the Delaware General Corporation Law.

1. The Parent is a Washington corporation and the Subsidiary is a Delaware corporation.
2. The Parent is the owner of all of the outstanding shares of stock of the Subsidiary.
3. Washington law permits a domestic corporation, the Parent, to merge with a foreign corporation, the Subsidiary.
4. The Parent hereby merges the Subsidiary with and into the Parent.
5. The merger of the Subsidiary with and into the Parent was duly adopted and approved pursuant to a resolution of the Parent's Board of Directors dated January 23, 2001. A true, correct, and complete copy of the resolution duly adopted by the Parent's Board of Directors is attached hereto as Exhibit A.
6. The Parent shall assume all of the obligations of the Subsidiary.

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7. The Parent irrevocably appoints the Secretary of State for the State of Delaware as its agent to accept service of process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of the Parent arising from the merger, and the Parent hereby specifies the following address to which a copy of such process shall be mailed by the Secretary of State for the State of Delaware:

Microsoft Corporation
One Microsoft Way
Redmond, Washington 98052

Attn: Law and Corporate Affairs

DATED this 2nd day of April, 2002.

MICROSOFT CORPORATION


John A. Seethoff
Assistant Secretary

(00109068.DOC:1)