

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vicinity Corporation		06/26/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Microsoft Corporation
Street Address:	One Microsoft Way
City:	Redmond
State/Country:	WASHINGTON
Postal Code:	98052-6399
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2360186	EVERYONE NEEDS A LITTLE DIRECTION IN LIFE
Registration Number:	2296169	GEOSEARCH
Registration Number:	2673003	MAPBLAST! LINEDRIVE
Registration Number:	2762532	POWER OF LOCATION
Registration Number:	2292728	POWERED BY VICINITY
Registration Number:	2487191	TURNING WEB TRAFFIC INTO STORE TRAFFIC
Registration Number:	2159691	VICINITY
Registration Number:	2506043	VICINITY
Registration Number:	2516518	VICINITY BRANDFINDER
Registration Number:	2532567	VICINITY BUSINESS FINDER
Registration Number:	2525622	VICINITY SITEMAKER
Registration Number:	2419946	VICINITY TELEPHONE BUSINESS FINDER
Registration Number:	2437528	VICINITY WIRELESS BUSINESS FINDER
Serial Number:	76324585	VLS

CORRESPONDENCE DATA

900004763

**TRADEMARK
 REEL: 002785 FRAME: 0585**

CH \$365.00 2360186

Fax Number: (206)682-6031
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (206) 622-4900
Email: tarak@seedlaw.com
Correspondent Name: Seed Intellectual Property Law Group PLL
Address Line 1: 701 Fifth Avenue
Address Line 2: Suite 6300
Address Line 4: Seattle, WASHINGTON 98104-7092

ATTORNEY DOCKET NUMBER:	660005.06003
NAME OF SUBMITTER:	William O. Ferron, Jr.

Total Attachments: 6
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UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

MICROSOFT CORPORATION

as filed in this office on June 26, 2003.

Date: December 19, 2003



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 002785 FRAME: 0587

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF MERGER

to

MICROSOFT CORPORATION

a Washington Profit Corporation. Articles of Merger were filed for record in this office on the date indicated below.

Merging VICINITY CORPORATION (A Delaware corporation, not qualified in Washington) into MICROSOFT CORPORATION

UBI Number: 600 413 485

Date: June 26, 2003

Effective Date:



Given under my hand and
the Seal of the State of
Washington at Olympia,
the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 002785 FRAME: 0588

(H)

181-1736.0
2003

FILED
SECRETARY OF STATE

JUN 26 2003

STATE OF WASHINGTON

**ARTICLES OF MERGER
OF
VICINITY CORPORATION,
a Delaware Corporation,
INTO
MICROSOFT CORPORATION, 600-413-485
a Washington Corporation**

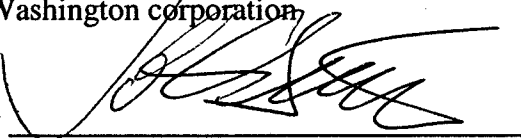
Microsoft Corporation, a Washington corporation ("Surviving Corporation"), and Vicinity Corporation, a Delaware corporation ("Non-Surviving Corporation"), submit the following Articles of Merger pursuant to RCW 23B.11.050:

1. The Agreement and Plan of Merger attached hereto as Exhibit A was duly adopted and approved by the directors of the Surviving Corporation pursuant to RCW 23.B.11.040 and is attached hereto as Exhibit A.
2. The approval of the sole stockholder of Non-Surviving Corporation was obtained pursuant to Section 253 of the General Corporation Law of the State of Delaware.
3. Pursuant to RCW 23B.11.040 the approval of the shareholders of Surviving Corporation was not required as Surviving Corporation owns all of the outstanding shares of Non-Surviving Corporation.

Executed this 25th day of June, 2003 by the Surviving Corporation.

MICROSOFT CORPORATION,
a Washington corporation

By



John A. Seethoff, Assistant Secretary

Validation
Val: 06/26/2003 - 296316
\$50.00 on 06/26/2003
Check - 06/26/2003 - 18951

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
BETWEEN
MICROSOFT CORPORATION,
a Washington Corporation
AND
VICINITY CORPORATION,
a Delaware Corporation**

This Agreement and Plan of Merger made and entered into this ____ day of _____, 2003, (the "Plan") between MICROSOFT CORPORATION, a Washington corporation ("Surviving Corporation") and VICINITY CORPORATION, a Delaware corporation ("Non-Surviving Corporation");

RECITALS

1. Surviving Corporation and Non-Surviving Corporation are sometimes referred to herein as the "Constituent Corporations."
2. Each of the Constituent Corporations are corporations organized and existing under the laws of the states indicated in the first paragraph of this Plan.
3. The directors of each of the Constituent Corporations and the sole stockholder of the Non-Surviving Corporation have deemed it advisable for the mutual benefit of the Constituent Corporations and their respective shareholders that Non-Surviving Corporation be merged into the Surviving Corporation pursuant to the Revised Code of Washington and the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the premises hereof and the mutual agreements herein contained, and in accordance with the laws of the states of Washington and Delaware, the Constituent Corporations have agreed and do hereby agree that, subject to the terms and conditions hereinafter set forth, (i) Non-Surviving Corporation shall be merged into Surviving Corporation, (ii) the Surviving Corporation shall continue to have the name "Microsoft Corporation" and be governed by the laws of the state of Washington; and (iii) the terms of the Merger, and the mode of carrying them into effect, shall be as follows:

ARTICLE I

The Plan shall become effective upon the filing of the requisite documents with the Secretary of State for Washington and Delaware. The date upon which the Plan shall become effective is herein referred to as the "Effective Date."

ARTICLE II

As used in this Plan, the "Merger" means the merger of Non-Surviving Corporation into Surviving Corporation in accordance with this Plan and the laws of Washington and Delaware.

ARTICLE III

The Articles of Incorporation of Surviving Corporation as in effect immediately prior to the Effective Date of the Merger shall constitute the "Articles" of the Surviving Corporation within the meaning of Section 23B.01.400(l) of the Revised Code of Washington.

ARTICLE IV

From and after the Effective Date of the Merger, the Bylaws of the Surviving Corporation shall be unchanged until the same thereafter be amended or repealed in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE V

The directors and officers of the Surviving Corporation in office on the Effective Date of the Merger shall remain in office until further removed or resigned.

ARTICLE VI

At the Effective Date of the Merger the outstanding shares of the common stock of Non-Surviving Corporation shall be cancelled. The outstanding shares of the common stock of Surviving Corporation, and the certificates representing such shares, shall be unaffected by the Merger.

ARTICLE VII

The effect of the Merger shall be as provided by the applicable provisions of the laws of Washington and Delaware. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date of the Merger: the separate existence of Non-Surviving Corporation shall cease; the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of all of the Constituent Corporations; all obligations belonging to or due any of the Constituent Corporations shall be vested in and become the obligations of, the Surviving Corporation without further act or deed; title to any real estate or any interest therein vested in any of the Constituent Corporations shall be vested in and become the obligations of the Surviving Corporation without further act or deed; title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired; and the Surviving Corporation shall be liable for all the obligations of the Constituent Corporations and any claim existing, or action or proceeding pending, by or against any of the

Constituent Corporations may be prosecuted to judgment with right of appeal, as if the Merger had not taken place.

If at any time after the Effective Date of the Merger the Surviving Corporation shall consider it to be advisable that any further conveyances, agreements, documents, instruments, and assurances of law or any other things are necessary or desirable to vest, perfect, confirm, or record in the Surviving Corporation the title to any property, rights, privileges, powers, and franchises of the Constituent Corporations or otherwise to carry out the provisions of this Plan, the proper directors and officers of the Constituent Corporations last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments, and assurances of law, and do all things necessary or proper to vest, perfect, or confirm title to such property, rights, privileges, powers, and franchises in the Surviving Corporation, and otherwise to carry out the provisions of this Plan.

ARTICLE VIII

This Plan may be terminated and the Merger abandoned by mutual consent of the directors of the Constituent Corporations at any time prior to the Effective Date of the Merger.

ARTICLE IX

Except as otherwise specifically provided herein, nothing expressed or implied in this Plan is intended, or shall be construed, to confer upon or give any person, firm, or corporation, other than the Constituent Corporations any rights or remedies under or by reason of this Plan.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first above written.

MICROSOFT CORPORATION, a
Washington corporation

By _____
John A. Seethoff
Assistant Secretary

ATTEST: _____
Kevin J. Fay
Assistant Secretary

VICINITY CORPORATION, a Delaware
corporation

By _____
John A. Seethoff
President

ATTEST: _____
Kevin J. Fay
Secretary