

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/15/2001

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
@ONCE.COM		10/15/2001	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	@ONCE CORP.
Street Address:	309 SW Sixth St.
Internal Address:	9th Floor
City:	Portland
State/Country:	OREGON
Postal Code:	97204
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2268898	@ONCE

**CORRESPONDENCE DATA**

Fax Number: (503)220-2480  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (503) 294-9584  
 Email: TM-PDX@STOEL.COM  
 Correspondent Name: John C. Motley/Stoel Rives LLP  
 Address Line 1: 900 SW Fifth Avenue  
 Address Line 2: Suite 2600  
 Address Line 4: Portland, OREGON 97204-1268

NAME OF SUBMITTER:	Patrick P. Hartigan
Signature:	/Patrick P. Hartigan/

OP \$40.00 2268898

Date:

01/21/2005

**Total Attachments: 5**

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ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

OCT 15 2001

BILL JONES, Secretary of State

ARTICLES OF MERGER  
OF @ONCE.COM, A CALIFORNIA CORPORATION,  
WITH AND INTO  
@ONCE.COM MERGER CORP.,  
AN OREGON CORPORATION

The following Articles of Merger are filed pursuant to ORS 60.494 by @Once.com Merger Corp., an Oregon corporation ("Merger Corp."), the surviving corporation in the merger of @Once.com, a California corporation ("@Once.com"), with and into Merger Corp. (the "Merger").

1. The agreement and plan of merger (the "Plan") is attached hereto as Exhibit A and is incorporated herein by reference.
2. Shareholder approval of the Merger was required. The shareholder vote was as follows:
  - (a) @Once.com Merger Corp.
    - (1) 1,000 shares of common stock were outstanding and entitled to vote on the Plan.
    - (2) 1,000 shares of common stock were voted in favor of the Plan and no shares were voted against the Plan.
  - (b) @Once.com
    - (1) 5,308,333 shares of common stock were outstanding and entitled to vote on the Plan.
    - (2) 5,308,333 shares of common stock were voted in favor of the Plan and 0 shares were voted against the Plan.
    - (3) 160,000 shares of Series A Preferred Stock were outstanding and entitled to vote on the Plan.
    - (4) 160,000 shares of Series A Preferred Stock voted in favor of the Plan and 0 shares of Series A Preferred Stock voted against the Plan.
    - (5) 1,366,665 shares of Series B Preferred Stock were outstanding and entitled to vote on the Plan.
    - (6) 1,366,665 shares of Series B Preferred Stock voted in favor of the Plan and 0 shares of Series B Preferred Stock voted against the Plan.

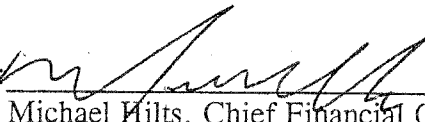
NOTE: An Amended Statement and Designation must be filed with our office, in order to effect a name change of the foreign corporation.

- (7) 2,995,494 shares of Series C Preferred Stock were outstanding and entitled to vote on the Plan.
- (8) 2,995,494 shares of Series C Preferred Stock voted in favor of the Plan and 0 shares of Series C Preferred Stock voted against the Plan.
- (9) 653,152 shares of Series C1 Preferred Stock were outstanding and entitled to vote on the Plan.
- (10) 653,152 shares of Series C1 Preferred Stock voted in favor of the Plan and 0 shares of Series C1 Preferred Stock voted against the Plan.
- (11) 2,617,500 shares of Series C2 Preferred Stock were outstanding and entitled to vote on the Plan.
- (12) 2,617,500 shares of Series C2 Preferred Stock voted in favor of the Plan and 0 shares of Series C2 Preferred Stock voted against the Plan.
- (13) No shares of Series C3 Preferred Stock were outstanding and entitled to vote on the Plan.

3. The person to contact about this filing is:

Jason M. Brauser  
Stoel Rives LLP  
900 SW Fifth Ave., Ste. 2600  
Portland, OR 97204-1268  
Telephone: (503) 294-9607

Dated: October 11, 2001. @ONCE.COM MERGER CORP.  
an Oregon corporation

By   
Michael Hilts, Chief Financial Officer  
and Secretary

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is dated effective October 11, 2001 and is by and between @Once.com, a California corporation (“@Once.com”), and @Once.com Merger Corp., an Oregon corporation (“Merger Corp.”).

@Once.com is an operating corporation. Merger Corp. has been formed for the purpose of the merger contemplated hereby and has no operations. It is contemplated that, at the Effective Time (defined below), @Once.com will merge with and into Merger Corp. with the results set forth in Section 60.497 of the Oregon Business Corporation Act and Section 1107 of the California General Corporation Law and as set forth herein.

To establish the terms on which @Once.com will merge with and into Merger Corp., with Merger Corp. to be the surviving corporation, the parties enter into this agreement.

1. Merger.

1.1 Parties to the Merger. The names of the corporations proposing to merge are @Once.com, a California corporation, and @Once.com Merger Corp., an Oregon corporation. The surviving corporation in the merger (the “Merger”) will be Merger Corp. The Merger is intended to qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

1.2 “Effective Time” of Merger. @Once.com and Merger Corp. shall execute a Certificate of Ownership and Articles of Merger, to be filed with the Secretaries of State of the States of California and Oregon, respectively. The Merger shall take effect (the “Effective Time”) at the later of the time when such filings are made with (i) the Oregon Secretary of State and (ii) the California Secretary of State.

1.3 Effect of Merger. At the Effective Time, @Once.com shall be merged with and into Merger Corp. as provided by the California General Corporation Law (“CGCL”) and the Oregon Business Corporation Act (“OBCA”), the separate corporate existence of @Once.com shall cease and Merger Corp. shall be the single surviving corporation subject to the Articles of Incorporation and the Bylaws of Merger Corp.. All liabilities of @Once.com shall be assumed by Merger Corp. The outstanding equity securities of @Once.com shall be converted into corresponding equity securities of Merger Corp. as provided in Section 1.4.

1.4 Conversion of Shares. The manner and basis of converting the equity securities of @Once.com into securities of Merger Corp. shall be as follows:

(a) Conversion of Capital Stock of @Once.com. Upon such Merger, each share of Common Stock of @Once.com outstanding immediately before the Effective Time, other than shares held by shareholders who perfect their rights as dissenting shareholders under Chapter 13 of the CGCL, shall automatically, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one fully

paid and nonassessable share of Merger Corp. common stock ("Merger Corp. Common"). Each share of Series A Preferred Stock of @Once.com outstanding immediately before the Effective Time shall automatically, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one share of Series A Preferred Stock of Merger Corp. ("Merger Corp. Series A") Each share of Series B Preferred Stock of @Once.com outstanding immediately before the Effective Time shall automatically, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one share of Series B Preferred Stock of Merger Corp. ("Merger Corp. Series B") Each share of Series C Preferred Stock of @Once.com outstanding immediately before the Effective Time shall automatically, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become one share of Series C Preferred Stock of Merger Corp. ("Merger Corp. Series C") Each share of Series C1 Preferred Stock of @Once.com outstanding immediately before the Effective Time shall automatically, by virtue of the Merger and without any action on the part of the holder, be converted into and become one share of Series C1 Preferred Stock of the Merger Corp. ("Merger Corp. Series C1") Each Share of Series C2 Preferred Stock of @Once.com outstanding immediately before the Effective Time shall automatically, by virtue of the Merger and without any action on the part of the holder, be converted into and become one share of Series C2 Preferred Stock of the Merger Corp. ("Merger Corp. Series C2") Each Share of Series C3 Preferred Stock of @Once.com outstanding immediately before the Effective Time shall automatically by virtue of the Merger and without any action on the part of the holder be converted into and become one share of Series C3 Preferred Stock of the Merger Corp. ("Merger Corp. Series C3") (all of the classes of stock of the Merger Corp. are collectively referred to as "Merger Corp. Stock").

(b) Surrender of Certificates. After the Effective Time, each holder of @Once.com Common Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series C1 Preferred Stock, Series C2 Preferred Stock and Series C3 Preferred Stock (collectively referred to as "@Once.com Stock") outstanding immediately before the Effective Time may surrender to Merger Corp. or its designated agent for cancellation the certificate or certificates representing such shares. Such holder shall then be entitled to receive a certificate representing the shares of Merger Corp. Stock into which the securities represented by the surrendered certificates shall have been converted under Section 1.4(a). Until so surrendered, the certificates which prior to the Merger represented shares of @Once.com Stock shall be deemed, for all purposes, including voting and dividend rights, to evidence ownership of the Merger Corp. Stock into which said shares of @Once.com Stock shall have been converted.

(c) Capital Stock of Merger Corp. Existing Before the Effective Time. At the Effective Time, all shares of Stock of Merger Corp. issued and outstanding immediately prior to the Merger shall be cancelled.

(d) Name Change. At the Effective Time, Article I of the Articles of Incorporation of Merger Corp. will be amended to read as follows:

ARTICLE I

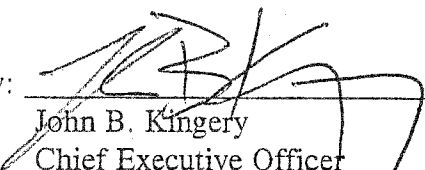
The name of the Corporation is @Once Corp.

2. General.

2.1 Further Documents. The parties agree to execute all such further instruments or documents as may be reasonably necessary to effect the purposes of this Agreement and Plan of Merger.

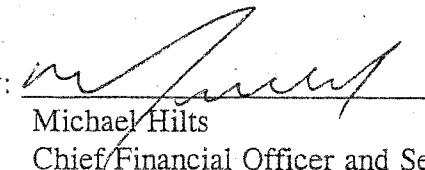
2.2 Counterparts. This agreement may be executed in any number of counterparts and all executed counterparts will constitute one binding agreement.

@ONCE.COM, a California corporation

By:   
John B. Kingery  
Chief Executive Officer

Executed 10/11, 2001

@ONCE.COM MERGER CORP., an Oregon corporation

By:   
Michael Hilts  
Chief/Financial Officer and Secretary

Executed October 11, 2001

