

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
American Century Services Corporation		01/01/2005	CORPORATION: MISSOURI

**RECEIVING PARTY DATA**

Name:	American Century Services Corporation Delaware
Street Address:	4500 Main Street
City:	Kansas City
State/Country:	MISSOURI
Postal Code:	64111
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	78349429	GENUINE. RESULTS.
Serial Number:	78513111	ON PLAN INVESTING

**CORRESPONDENCE DATA**

Fax Number: (312)616-5700  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312-616-5600  
 Email: trademark@leydig.com  
 Correspondent Name: Tamara Miller, Leydig, Voit & Mayer  
 Address Line 1: Two Prudential Plaza, 180 N. Stetson  
 Address Line 2: Suite 4900  
 Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	232442
NAME OF SUBMITTER:	Tamara Miller

CH \$65.00 78349429

Signature:	/Tamara Miller/
Date:	11/15/2005
<b>Total Attachments: 8</b> source=Certificate of Ownership & Merger#page1.tif source=Certificate of Ownership & Merger#page2.tif source=Certificate of Ownership & Merger#page3.tif source=Certificate of Ownership & Merger#page4.tif source=Certificate of Ownership & Merger#page5.tif source=Certificate of Ownership & Merger#page6.tif source=Certificate of Ownership & Merger#page7.tif source=Certificate of Ownership & Merger#page8.tif	

# Delaware

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The First State

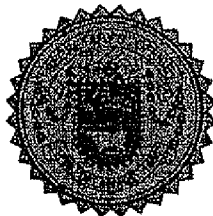
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMERICAN CENTURY SERVICES CORPORATION", A MISSOURI CORPORATION,

WITH AND INTO "AMERICAN CENTURY SERVICES CORPORATION DELAWARE" UNDER THE NAME OF "AMERICAN CENTURY SERVICES CORPORATION DELAWARE", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2004, AT 4:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2005, AT 12 O'CLOCK A.M.

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



3897562 8100M

040942467

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3580095

DATE: 12-28-04

TRADEMARK  
REEL: 003194 FRAME: 0595

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:45 PM 12/27/2004  
FILED 04:45 PM 12/27/2004  
SRV 040942467 - 3897562 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**Merging**  
**AMERICAN CENTURY SERVICES CORPORATION**  
**(a Missouri corporation)**  
**Into**  
**AMERICAN CENTURY SERVICES CORPORATION DELAWARE**  
**(a Delaware corporation)**

The undersigned, American Century Services Corporation, a Missouri corporation ("ACSC-Missouri"), in accordance with Section 253 of the General Corporation Law of Delaware, does hereby certify that:

**FIRST** ACSC-Missouri is a Missouri corporation.

**SECOND** ACSC-Missouri owns, and will own until the effectiveness of the merger contemplated hereby, 100% of the issued and outstanding shares of common stock of American Century Services Corporation Delaware, a Delaware corporation ("ACSC-Delaware"), and such common stock constitutes the only issued and outstanding class of capital stock of ACSC-Delaware.

**THIRD** The following resolutions were duly adopted by the unanimous written consent of the members of the Board of Directors of the parent corporation, ACSC-Missouri, dated December 16, 2004, and set forth the plan of merger whereby ACSC-Missouri is to be merged with and into ACSC-Delaware, with the subsidiary corporation, ACSC-Delaware, being the surviving corporation:

**WHEREAS**, it is advisable and in the best interest of this corporation, American Century Services Corporation, a Missouri corporation ("ACSC-Missouri"), and its stockholders that the assets and business of ACSC-Missouri be owned and operated by a corporation organized under and pursuant to the laws of the State of Delaware;

**WHEREAS**, the officers of ACSC-Missouri have caused to be formed a Delaware corporation ("ACSC-Delaware"), having the name "American Century Services Corporation Delaware" and an organizational and capital structure substantially the same as that of ACSC-Missouri, with the intent and for the purpose that ACSC-Delaware would thereafter merge with ACSC-Missouri and that ACSC-Delaware would be the surviving corporation and thereafter operate the assets and business of ACSC-Missouri;

**WHEREAS**, ACSC-Missouri has invested in ACSC-Delaware as a subsidiary corporation such that ACSC-Missouri is the only stockholder of ACSC-Delaware and would be entitled to avail itself of the so-called "short form merger" provisions of the General Corporation Law of Delaware and the General and Business Corporation Law of Missouri; and

WHEREAS, the Board of Directors of ACSC-Missouri deems it advisable and in the best interests of ACSC-Missouri and its stockholders that ACSC-Missouri be merged with and into ACSC-Delaware in order that the assets and business of ACSC-Missouri shall be owned and operated by a corporation organized under the laws of the State of Delaware.

NOW, THEREFORE, RESOLVED, that, subject to receiving the approval of the stockholders of ACSC-Missouri, ACSC-Missouri be merged with and into ACSC-Delaware, with ACSC-Delaware being the surviving corporation and ACSC-Missouri ceasing to exist, effective at 12:00 a.m. eastern standard time on January 1, 2005 (the "Merger"), and that the following agreement and plan of merger (the "Plan of Merger"), which sets forth the terms and conditions of the Merger be, and it is hereby is, adopted and approved:

Agreement and Plan of Merger  
of  
American Century Services Corporation, a Missouri corporation ("ACSC-Missouri")  
and  
American Century Services Corporation Delaware, a Delaware corporation ("ACSC-Delaware")

(1) In accordance with the laws of the States of Delaware and Missouri, ACSC-Missouri shall be merged with and into ACSC-Delaware, a wholly-owned subsidiary of ACSC-Missouri, with ACSC-Delaware as the surviving legal entity and ACSC-Missouri ceasing to exist, pursuant to applicable Missouri and Delaware laws (the "Merger"). ACSC-Delaware, is hereby designated the "Surviving Corporation" (ACSC-Missouri and ACSC-Delaware are sometimes hereinafter collectively referred to as the "Constituent Corporations"). The Surviving Corporation shall assume all of the obligations of ACSC-Missouri. The Surviving Corporation shall be organized and existing under the laws of the State of Delaware.

(2) The Merger shall become effective at 12:00 a.m. eastern standard time on January 1, 2005.

(3) The terms and conditions of the merger, the mode of carrying the same into effect, the cancellation of the outstanding shares of Common Stock of ACSC-Delaware owned by ACSC-Missouri, and the manner and basis of converting the outstanding shares of Common Stock of ACSC-Missouri into shares of ACSC-Delaware Common Stock are as follows:

A. Upon the effectiveness of the Merger;

(i) Each share of \$.001 par value Common Stock of ACSC-Delaware which is issued and outstanding immediately prior to the effectiveness of the Merger and owned by ACSC-Missouri, shall be without further act or deed, cancelled and extinguished.

(ii) Each share of \$.01 par value Common Stock of ACSC-Missouri which is issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger, without further act or deed, be converted into, and the holder of each such share shall be entitled to receive from the Surviving Corporation upon surrender to the Surviving Corporation of the stock certificate evidencing each such share, a new stock certificate evidencing one share of \$.001 par value Common Stock of ACSC-Delaware.

B. On and after the effectiveness of the Merger:

(i) The Certificate of Incorporation of ACSC-Delaware in effect immediately prior to the effectiveness of the merger shall continue to be without change the Certificate of Incorporation of ACSC-Delaware as the Surviving Corporation of the Merger until altered or amended in the manner provided by law.

(ii) The Bylaws of ACSC-Delaware in effect immediately prior to the effectiveness of the Merger shall continue to be without change the Bylaws of ACSC-Delaware as the Surviving Corporation of the Merger until altered or amended in the manner provided in the Certificate of Incorporation of ACSC-Delaware or in such Bylaws.

(iii) The assets, liabilities and stockholders' equity of each of the Constituent Corporations shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded, immediately prior to the effectiveness of the Merger, on the books of the Constituent Corporations, with any appropriate adjustments as may be made in accordance with the terms hereof and with generally accepted accounting principles.

(iv) The current members of the Board of Directors of ACSC-Delaware shall continue to serve as the members of the Board of Directors of ACSC-Delaware, as the Surviving Corporation, until their respective successors are duly elected and qualified or until their respective earlier resignation or removal.

(v) The current officers of ACSC-Delaware shall continue to serve as the officers of ACSC-Delaware, as the Surviving Corporation, until their respective successors are duly elected or appointed and qualified or until their respective earlier resignation or removal.

C. ACSC-Delaware, as the Surviving Corporation, shall pay all expenses of the Merger.

D. The Merger shall have the effect set forth in Sections 253 and 259 of the General Corporation Law of Delaware and in Sections 351.447 and 351.450 of the General and Business Corporation Law of Missouri. Without limiting the generality of the foregoing, upon the effectiveness of the Merger at the time specified by the applicable statutes of the States of Delaware and Missouri, the separate existence of ACSC-Missouri shall cease, and ACSC-Missouri shall be merged with and into ACSC-Delaware, as the Surviving Corporation, with the Surviving Corporation thereupon and thereafter possessing all the rights, privileges, powers, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations, and with the Surviving Corporation being subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers, immunities and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to each of the Constituent Corporations on whatever account, including subscriptions for shares of stock and all other choses or things in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate, or any interest therein, vested by deed or otherwise in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

E. Any claim existing, or action or proceeding, whether civil, criminal or administrative, pending by or against any of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

F. If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or any other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as the result of the merger, the directors and officers of the respective Constituent Corporations in office immediately prior to the effectiveness of the Merger are each duly authorized to, and shall each execute and deliver any and all proper deeds, assignments and assurances in law and are each fully authorized to, and shall each, do all things necessary or appropriate in the name of such Constituent Corporation, so as to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out and consummate the provisions of this Plan of Merger.

G. The Board of Directors of ACSC-Delaware is authorized to construe and interpret this Plan of Merger, as between the Constituent Corporations, in order to implement and consummate the provisions of this Plan of Merger and to determine all administrative procedures and accounting entries which may be deemed necessary or appropriate to implement and consummate the Merger pursuant to this Plan of Merger.

(4) At any time prior to the effectiveness of the Merger, this Plan of Merger may be terminated and the Merger may be abandoned by the Board of Directors of either ACSC-Missouri or ACSC-Delaware, or both, notwithstanding the approval of the Plan of Merger by the stockholders of ACSC-Missouri. This Plan of Merger may be amended, modified or supplemented at any time (before or after stockholder approval) prior to the effectiveness of the Merger with the mutual consent of the Board of Directors of ACSC-Missouri and ACSC-Delaware; provided, however, that the plan of Merger may not be amended, modified or supplemented after it has been approved by the stockholders of ACSC-Missouri in any manner which, in the judgment of the Board of Directors of ACSC-Missouri, would have a material adverse effect on the rights of such stockholders or in any manner not permitted under applicable law.

(5) It is the express intention of ACSC-Missouri and ACSC-Delaware that, for all U.S. Federal income tax and applicable state income and franchise tax purposes, (i) resolutions authorizing and approving the Merger and this Plan of Merger will have been adopted, as of record, by the Board of Directors of ACSC-Missouri, as the target corporation and the sole shareholder of ACSC-Delaware, by ACSC-Delaware, and by ACC, as the sole shareholder of ACSC-Missouri, respectively, and this Plan of Merger, together, constitute a plan of reorganization for purposes of Sections 368(a), 354(a) and 361(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of applicable state laws (and any successor provisions), and (ii) the Merger constitutes a reorganization described in Section 368(a) of the Code and corresponding provisions of applicable state laws (and any successor provisions).

\* \* \*

FURTHER RESOLVED, that the officers of ACSC-Missouri be, and each hereby is, authorized and directed to cause a copy of the Plan of Merger adopted by the Board of Directors of ACSC-Missouri in the foregoing resolution, to be furnished to the sole stockholder of ACSC-Missouri, American Century Companies, Inc., entitled to vote on the Plan of Merger; that a resolution to the following effect be submitted to a vote of the sole stockholder of ACSC-Missouri entitled to vote thereon; and that the Board of Directors of ACSC-Missouri hereby recommends that the sole stockholder of ACSC-Missouri adopt such resolution:

RESOLVED, that American Century Services Corporation, a Missouri corporation ("ACSC-Missouri"), be merged with and into American Century Services Corporation Delaware, a Delaware corporation and wholly-owned subsidiary of ACSC-Missouri ("ACSC-Delaware"), with ACSC-Delaware being the surviving corporation and ACSC-Missouri ceasing to exist, all upon the terms and conditions contained in the plan of merger



heretofore adopted by the Board of Directors of this Corporation (the "Plan of Merger"), a copy of which has been submitted to the stockholders of ACSC-Missouri; and that said Plan of Merger be, and it hereby is, in all respects, approved.

FURTHER RESOLVED, that if the Merger and the Plan of Merger are adopted by the sole stockholder of ACSC-Missouri as aforesaid, the officers of ACSC-Missouri be, and each hereby is, authorized and directed to cause to be prepared the forms of Certificate of Ownership and Merger, Summary Articles of Merger, and such other documents as may be required under applicable law to consummate the Merger; and that the President, any Vice President, the Secretary and any Assistant Secretary of ACSC-Missouri be, and each hereby is, authorized and directed to (i) execute, acknowledge, certify, attest and deliver the Certificate of Ownership and Merger and to file and record the same in the office of the Delaware Secretary of State, (ii) execute, acknowledge, certify, attest and deliver the Summary Articles of Merger and to file the same in the office of the Secretary of State of Missouri and (iii) execute, acknowledge, certify, attest, deliver, file and record appropriate evidence of the merger in any other governmental office.

FURTHER RESOLVED, that the officers of ACSC-Missouri be, and each hereby is, authorized and directed to do or cause to be done, any and all other acts, and execute any and all other documents as they or any of them deem to be necessary or appropriate to carry out the intent and purposes of the foregoing resolutions.

FURTHER RESOLVED, it is the express intention that, for all U.S. Federal income tax and applicable state income and franchise tax purposes, (i) the adoption of these resolutions, the adoption of the resolutions authorizing and approving the Merger and this Plan of Merger will have been adopted, as of record, by the Board of Directors of ACSC-Delaware and by ACC, as the sole shareholder of ACSC-Missouri, respectively, and this Plan of Merger, together, constitute a plan of reorganization for purposes of Sections 368(a), 354(a) and 361(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and corresponding provisions of applicable state laws (and any successor provisions), and (ii) the Merger constitutes a reorganization described in Section 368(a) of the Code and corresponding provisions of applicable state laws (and any successor provisions).

\* \* \*

FOURTH The proposed merger and the plan of merger pursuant to which ACSC-Missouri is being merged with and into ACSC-Delaware was approved and adopted by the unanimous written consent of the sole stockholder of ACSC-Missouri entitled to vote thereon, which sole stockholder owns 100% of the issued and outstanding shares of common stock of ACSC-Missouri.

FIFTH The merger shall become effective at 12:00 a.m. eastern standard time on January 1, 2005.

IN WITNESS WHEREOF, American Century Services Corporation has executed this Certificate of Ownership and Merger this 22<sup>nd</sup> day of December, 2004 and such execution shall constitute acknowledgment by the person signing this instrument that it is the act and deed of the Corporation and that the facts stated herein are true.

AMERICAN CENTURY SERVICES CORPORATION

By: Otis H. Cowan  
Otis H. Cowan, Vice President

ATTEST:

Charles A. Etherington  
Charles A. Etherington  
Assistant Secretary

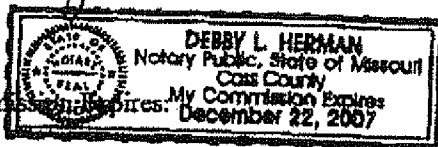
STATE OF MISSOURI )  
                                  ) SS.  
COUNTY OF JACKSON )

This instrument was acknowledged before me this 22<sup>nd</sup> day of December, 2004 by Otis H. Cowan, Vice President of American Century Services Corporation, a Missouri corporation, known to me to be the person who executed the within Certificate of Ownership and Merger in behalf of said corporation as the act and deed of said corporation.

Debby L. Herman

Notary Public

(SEAL)



My Commission Expires December 22, 2007