

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/17/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CodeCorrect, Inc.		01/17/2006	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	CodeCorrect, LLC
Street Address:	2803 River Road
City:	Yakima
State/Country:	WASHINGTON
Postal Code:	98902
Entity Type:	LIMITED LIABILITY COMPANY: WASHINGTON

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3012917	ABN MANAGER
Registration Number:	2954798	ABN MANAGER PRO
Registration Number:	2939754	CDM INFORMANT
Registration Number:	3034215	CDM MANAGER
Registration Number:	2959445	CMS INFORMANT
Registration Number:	2337928	CODECORRECT
Registration Number:	3039967	CODECORRECT COACH
Registration Number:	2937812	INFORMANT
Registration Number:	3017282	KNOWLEDGEASSIST
Registration Number:	2939752	KNOWLEDGESOURCE
Registration Number:	2939753	KNOWLEDGESOURCE PRO
Registration Number:	2939749	REVENUEDASHBOARD
Registration Number:	2939748	REVENUESOURCE

CH \$340.00 3012917

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (713)615-5243

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 7137581105

Email: sbrown@velaw.com

Correspondent Name: W. Scott Brown

Address Line 1: 1001 Fannin Street


Address Line 2: 2500 First City Tower

Address Line 4: Houston, TEXAS 77002-6760

ATTORNEY DOCKET NUMBER:	ACC720
NAME OF SUBMITTER:	W. Scott Brown
Signature:	/wsb/
Date:	09/23/2006

Total Attachments: 5
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UNITED STATES OF AMERICA

The State of  Washington
Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

CODECORRECT, LLC

WA Limited Liability Company

UBI: 602-574-916

Filing Date: January 18, 2006

Merging Entities:

602-015-817

CODECORRECT, INC.



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

Sam Reed, Secretary of State

TRADEMARK

REEL: 003396 FRAME: 0063

ARTICLES OF MERGER
of
CodeCorrect, Inc.
into
CodeCorrect, LLC

FILED
SECRETARY OF STATE

JAN 18 2006

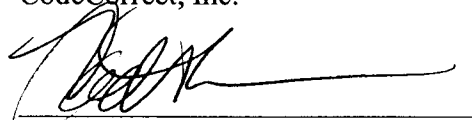
STATE OF WASHINGTON

Pursuant to the provisions of RCW 25.15.410, the undersigned limited liability company and corporation hereby execute the following articles of merger and set forth the following:

1. The plan of merger is attached hereto as Attachment 1.
2. The approval of the merger by the members of CodeCorrect, LLC was not required.
3. The approval of the merger by the shareholders of CodeCorrect, Inc. was required.
4. The merger was duly approved by the shareholders of CodeCorrect, Inc. pursuant to RCW Chapter 23B.11

Dated: January 17, 2006

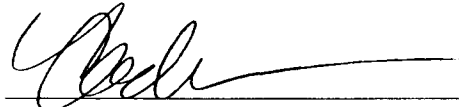
CodeCorrect, Inc.



Name: Todd Foreman

Title: Secretary and Treasurer

CodeCorrect, LLC



Name: Todd Foreman

Title: Manager

TRADEMARK

REEL: 003396 FRAME: 0064

ATTACHMENT ONE
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger made and entered into this 17th day of January 2006 by and between CodeCorrect, Inc., a Washington corporation ("CCI"), and CodeCorrect, LLC, a Washington limited liability company ("CCLLC").

WITNESSETH:

WHEREAS, the parties hereto desire to merge with each other on the terms and conditions hereafter set forth,

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. Surviving Corporation. On the Effective Date hereinafter specified, CCI shall be merged into CCLLC with CCLLC being the surviving entity of such merger (the "Merger"). The Certificate of Formation and Limited Liability Company Agreement of CCLLC shall not be amended by the Merger. The managers of CCLLC shall continue to serve after the Effective Date until such time as their successors are elected.

2. Status of Securities. The issued and outstanding membership units of CCLLC outstanding immediately prior to the Effective Date shall remain outstanding. 3,737,499 shares of common stock of CCI, being all of the shares of common stock of CCI outstanding immediately prior to the Effective Date, shall by virtue of the Merger and without any action on the part of the holder thereof, become and be converted into one membership unit of CCLLC. 4,139,500 shares of Series A Preferred stock of CCI, being all of the shares of Series A Preferred Stock of CCI outstanding immediately prior to the Effective Date, shall by virtue of the Merger and without any action on the part of the holder thereof, become and be converted into one membership unit of CCLLC. 5,850,234 shares of Series B Preferred stock of CCI, being all of the shares of Series B Preferred Stock of CCI outstanding immediately prior to the Effective Date, shall by virtue of the Merger and without any action on the part of the holder thereof, become and be converted into one membership unit of CCLLC.

3. Effective Date. The Merger shall become effective in accordance with the laws of State of Washington at the time the State of Washington Secretary of State accepts the Articles of Merger ("Effective Date").

4. Necessary Approval. By execution of this Agreement each party hereto warrants and represents that the transactions contemplated by this Agreement have been authorized by the consent of the directors and shareholders of CCI. No consent of the sole member of CCLLC is required for the transactions.

5. Effects of the Merger. When the Merger shall become effective, the separate existence of CCI shall cease and CCI shall be merged into CCLLC, which as the surviving entity shall possess all the rights, privileges, powers and franchises of CCI and all property, real, general and mixed, and all debts and every other interest of or belonging to or due to CCI shall be taken and deemed to be transferred to and vested in CCLLC without further act or deed, and the title to any real estate or interest therein shall not be impaired by the Merger. CCLLC shall after the Effective Date be responsible and liable for all liabilities and obligations of CCI. Neither the rights of creditors nor any liens upon the property of CCI shall be impaired by the Merger.

6. Entire Agreement/Governing Law. This Agreement sets forth the entire agreement of the parties hereto with respect to the subject matter hereof. This Agreement shall be governed by and construed in accordance with the laws of the State of Washington.

IN WITNESS WHEREOF, CCI and CCLLC have caused this Agreement to be signed in their respective names and on their behalf by their authorized representatives on the 17th day of January 2006.

CODECORRECT, INC.

By: 

Name: Todd Foreman

Title: Secretary and Treasurer

CODECORRECT, LLC

By: 

Name: Todd Foreman

Title: Manager