

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/05/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ocean Telecom Services LLC		10/05/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Apple Inc.
Street Address:	1 Infinite Loop
City:	Cupertino
State/Country:	CALIFORNIA
Postal Code:	95014
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	77975076	IPHONE
Serial Number:	77078499	IPHONE
Serial Number:	77078497	IPHONE
Serial Number:	77078496	IPHONE
Serial Number:	77078493	IPHONE
Serial Number:	77078490	IPHONE
Serial Number:	77078488	IPHONE
Serial Number:	77078485	IPHONE
Serial Number:	77078484	IPHONE
Serial Number:	77007808	IPHONE

CORRESPONDENCE DATA

CH \$265.00 77975076

Fax Number: (215)655-2183
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-994-2183
Email: glenn.gundersen@dechert.com
Correspondent Name: Glenn A. Gundersen
Address Line 1: Cira Centre, 2929 Arch Street
Address Line 4: Philadelphia, PENNSYLVANIA 19104-2808

ATTORNEY DOCKET NUMBER:	384498
NAME OF SUBMITTER:	Hal E. Borden
Signature:	/hal borden/
Date:	10/11/2007

Total Attachments: 9
source=07.10.01 DE_Certificate of Merger_Ocean Telecom LLC#page1.tif
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source=07.10.05 CA_Certificate of Merger_Ocean Telecom#page3.tif
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Delaware

PAGE 1

The First State

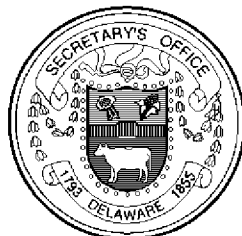
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OCEAN TELECOM SERVICES LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "APPLE INC." UNDER THE NAME OF "APPLE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF OCTOBER, A.D. 2007, AT 5:17 O'CLOCK P.M.

4435131 8100M

071086491



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6055340

DATE: 10-05-07

TRADEMARK
REEL: 003638 FRAME: 0277

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
OCEAN TELECOM SERVICES LLC,
A DOMESTIC LIMITED LIABILITY COMPANY,
INTO
APPLE INC.,
A FOREIGN CORPORATION

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act,

FIRST: The name of the surviving corporation is Apple Inc., a foreign corporation (the "Surviving Foreign Corporation").

SECOND: The jurisdiction in which the Surviving Foreign Corporation was formed is California.

THIRD: The name of the limited liability company being merged into the Surviving Foreign Corporation is Ocean Telecom Services LLC, a Delaware limited liability company.

FOURTH: The Agreement and Plan of Merger has been approved and executed by each of the business entities which is to merge.

FIFTH: The name of the Surviving Foreign Corporation is Apple Inc.

SIXTH: An Agreement and Plan of Merger is on file at a place of business of the Surviving Foreign Corporation, and the address thereof of is 1 Infinite Loop, Cupertino, California 95014.

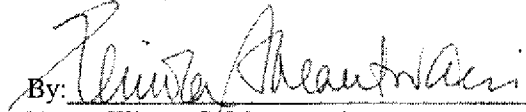
SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Foreign Corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

EIGHTH: The Surviving Foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed by the Secretary of State is 1 Infinite Loop, Cupertino, California 95014.

[Remainder of this Page Intentionally Left Blank.]

IN WITNESS WHEREOF, Apple Inc. has caused this Certificate of Merger to be signed by its authorized officer as of the 3rd day of October, 2007.

APPLE INC.

By: 

Name: Elinora S. Mantovani

Title: Assistant Secretary



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 09 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

OCT 05 2007

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Merger Agreement"), dated as of October 3, 2007, by and between Ocean Telecom Services LLC, a Delaware limited liability company ("Ocean Telecom"), and Apple Inc., a California corporation, and the sole member (the "Sole Member") and owner of all of the issued and outstanding membership interests (the "Membership Interests") of Ocean Telecom ("Apple," and after the Effective Time, as defined below, the "Surviving Corporation").

The parties hereby prescribe the terms and conditions of merger and the mode of carrying the same into effect as follows:

1. **Merger of Ocean Telecom with and into Apple.** Subject to the terms of this Merger Agreement and in accordance with the applicable provisions of the California Corporations Code (the "California Code"), at the Effective Time (as such term is defined in Section 7 of this Merger Agreement) Ocean Telecom shall merge with and into Apple, the separate existence of Ocean Telecom will cease as provided under the applicable provisions of California and Delaware state law and Apple shall be the surviving corporation (the "Merger"). Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all of the property, rights, privileges and powers of Ocean Telecom shall vest in Apple and all of the debts, liabilities, obligations and liens of Ocean Telecom shall become debts, liabilities, obligations and liens of Apple.
2. **Approval of Merger.** The Plan of Merger has been authorized and approved by the Board of Directors of Apple in accordance with the California Code and by Apple as the sole member of Ocean Telecom in accordance with the Delaware Limited Liability Company Act (the "Delaware Act").
3. **Articles of Incorporation.** At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Apple, until thereafter amended as provided therein and by applicable law.
4. **Bylaws.** At the Effective Time, the Bylaws of the Surviving Corporation shall be the Bylaws of Apple, until thereafter amended as provided therein and by law.
5. **Directors and Officers.** At the Effective Time, the directors and officers of the Surviving Corporation shall be the directors and officers of Apple incumbent as of the date hereof.
6. **Shares.** At the Effective Time, each then issued and outstanding Membership Interest of Ocean Telecom shall be cancelled without consideration.
7. **Filing, Effective Time.** The Merger shall become effective on such date (the "Effective Time") as (a) this Merger Agreement and the officers' certificates of Ocean Telecom and Apple attached hereto are filed by the parties hereto with the Secretary of State of the State of California pursuant to Section 1113 of the California Code and (b) the appropriate Certificates of Merger are filed by the parties hereto under the California Code and the Delaware

Act with the offices of the Secretary of State of the State of California and Delaware, respectively. It is understood that the parties hereto intend that the Effective Time shall occur as of the date of this Merger Agreement, or as soon thereafter as practicable.

5. **Termination.** This Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of Apple or by the Sole Member of Ocean Telecom at any time prior to the Effective Time.

6. **Miscellaneous.**

(a) This Merger Agreement may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one agreement.

(b) After the Effective Time, the Surviving Corporation and its officers and directors may execute and deliver such deeds, assignments and assurances and do all other things necessary or desirable to vest, perfect or confirm title to Ocean Telecom's property and rights in the Surviving Corporation and otherwise carry out the purposes of this Merger Agreement in the name of Ocean Telecom or otherwise.

(c) This Merger Agreement will be governed by and construed in accordance with the laws of the State of California without regard to principles of conflicts of laws.

[Remainder of this Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Merger Agreement to be executed by their respective authorized officers as of the 3rd day of October, 2007.

“APPLE”:

APPLE INC.

By: 

Name: Peter Oppenheimer

Title: Senior Vice President and Chief Financial Officer

By: 

Name: Elinora S. Mantovani

Title: Assistant Secretary

“OCEAN TELECOM”:

OCEAN TELECOM SERVICES LLC

By: APPLE INC.
as Sole Member

By: 

Name: Peter Oppenheimer

Title: Senior Vice President and Chief Financial Officer

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER
OF
APPLE INC.

October 3, 2007

Peter Oppenheimer, Senior Vice President and Chief Financial Officer, and Elinora S. Mantovani, Assistant Secretary of Apple Inc., a corporation duly organized and existing under the laws of the State of California (the "Corporation"), hereby certify that:

1. We are the Senior Vice President and Chief Financial Officer, and Assistant Secretary, respectively, of the Corporation.
2. The Agreement and Plan of Merger in the form attached hereto was duly approved the board of directors of the Corporation without the approval of the shareholders under the provisions of Section 1201 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Officers' Certificate are true and correct of our own knowledge.

By: 

Name: Peter Oppenheimer

Title: Senior Vice President and Chief Financial Officer

By: 

Name: Elinora S. Mantovani

Title: Assistant Secretary



**State of California
Secretary of State**

OBE MERG

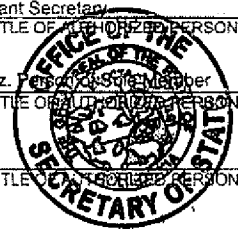
CERTIFICATE OF MERGER

(Corporations Code sections 1113(g), 6019.1, 8019.1, 9640, 12540.1, 15678.4, 16915(b) and 17552)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY Apple Inc.	2. TYPE OF ENTITY Corporation	3. CA SECRETARY OF STATE FILE NUMBER C0806592	4. JURISDICTION California												
5. NAME OF DISAPPEARING ENTITY Ocean Telecom Services LLC	6. TYPE OF ENTITY Limited Liability Company	7. CA SECRETARY OF STATE FILE NUMBER N/A	8. JURISDICTION Delaware												
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
<p style="text-align: center;"><u>SURVIVING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>N/A</td> <td></td> <td>N/A</td> </tr> </tbody> </table> <p><i>No vote required pursuant to Corporations Code Section 1201(b).</i></p>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	N/A		N/A	<p style="text-align: center;"><u>DISAPPEARING ENTITY</u></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>One (1) Membership Interest Unit</td> <td></td> <td>100%</td> </tr> </tbody> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	One (1) Membership Interest Unit		100%
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
N/A		N/A													
CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED													
One (1) Membership Interest Unit		100%													
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.															
<input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.															
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.															
PRINCIPAL ADDRESS OF SURVIVING ENTITY		CITY AND STATE	ZIP CODE												
13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.		15. FUTURE EFFECTIVE DATE, IF ANY													
Section 18-209(b) of the Delaware Limited Liability Company Act		_____ (Month) (Day) (Year)													
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.															
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.															
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY		Oct. 3, 2007 DATE													
Peter Oppenheimer, Senior Vice President and CFO TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY		Oct. 3, 2007 DATE													
Elinora S. Mantovani, Assistant Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
 SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		Oct. 3, 2007 DATE													
Peter Oppenheimer, Authoriz. Person of State Member TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		DATE													
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing: _____															



OBE MERGER-1 (REV 09/2006)

APPROVED BY SECRETARY OF STATE