

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Interwise, Inc.		03/31/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AT&T Corp.
Street Address:	32 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78872285	INTERWISE
Serial Number:	77214856	INTERWISE
Registration Number:	2849967	INTERWISE
Serial Number:	77214881	INTERWISE
Serial Number:	77214890	INTERWISE
Serial Number:	78872304	INTERWISE CONNECT
Serial Number:	77212280	INTERWISECONNECT
Serial Number:	77214817	INTERWISECONNECT

CORRESPONDENCE DATA

Fax Number: (214)746-2214
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214-757-3467
 Email: david.cho@att.com

CH \$215.00 78872285

900135456

**TRADEMARK
 REEL: 003998 FRAME: 0114**

Correspondent Name: David J. Cho
Address Line 1: 208 S. Akard Street, 31st Floor
Address Line 4: Dallas, TEXAS 75202-4206

NAME OF SUBMITTER:	David J. Cho
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Signature:	/David J. Cho/
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Date:	06/03/2009
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Total Attachments: 2
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CERTIFICATE OF MERGER
OF
INTERWISE, INC. and INTERWISE USA, INC.
INTO
AT&T CORP.

Under Section 904 of the New York Business Corporation Law

The undersigned, Interwise, Inc. ("Interwise"), a Delaware corporation, Interwise USA, Inc. ("Interwise USA"), a Delaware corporation, and AT&T Corp. ("AT&T" or the "Survivor"), a New York corporation, formed under the name American Telephone and Telegraph Company, do each hereby certify:

1. The name of the constituent corporations to the merger are set forth as follows:
 - a. Interwise, Inc.;
 - b. Interwise USA, Inc.; and
 - c. AT&T Corp., which was formed under the name American Telephone and Telegraph Company.
2. The name of the corporation surviving in the merger is AT&T Corp.
3. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>
Interwise, Inc.	Common Stock, 1,000 shares outstanding	Common
Interwise USA, Inc.	Common Stock, 1,500 shares outstanding	Common
AT&T Corp.	Common Stock, (\$0.01 par value) / 1,000 shares outstanding	Common

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4.
 - a. The certificate of incorporation of Interwise, Inc. was filed with the Delaware Secretary of State on May 7, 2002 and no application for authority to do business in New York has been filed with the New York Department of State.
 - b. The certificate of incorporation of Interwise USA, Inc. was filed with the Delaware Secretary of State on May 13, 1998 and no application for authority to do business in New York has been filed with the New York Department of State.
 - c. The certificate of incorporation of AT&T Corp., originally formed under the name American Telephone and Telegraph Company, was filed by the Department of State of New York on March 3, 1885.
5. The merger is permitted by the laws of the state of incorporation of each constituent corporation and is in compliance therewith.
6. The merger was authorized with respect to each constituent corporation in the following manner:
 - a. The Agreement and Plan of Merger, dated March 30, 2009, between Interwise, Inc., Interwise USA, Inc. and AT&T Corp. (the "Merger Agreement") was adopted and approved by the board of directors and shareholders of each constituent corporation on March 30, 2009 by the vote of at least a majority of the outstanding shares of common stock entitled to vote thereon.
 - b. The merger will be effective on March 31, 2009.

IN WITNESS WHEREOF, we have signed this certificate on the 30th day of March 2009, and we affirm the statements contained herein as true under penalties of perjury.

Interwise, Inc.

By: T. Michael Payne

T. Michael Payne
Senior Vice President and Secretary

Interwise USA, Inc.

By: T. Michael Payne

T. Michael Payne
Senior Vice President and Secretary

AT&T Corp.

By: Wayne A. Wirtz

Wayne A. Wirtz
Secretary