

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/14/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Who's Calling, Inc.		12/16/2009	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Who's Calling Holding Corp.
Street Address:	6700 Hollister
Internal Address:	Who's Calling Holding Corp.
City:	Houston
State/Country:	TEXAS
Postal Code:	77040
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	3348275	STANDARDCALL
Registration Number:	2639010	WHO'S CALLING
Registration Number:	2975767	WHO'S CALLING
Registration Number:	2958540	WHO'S CALLING
Registration Number:	3187086	CLICKPATH
Registration Number:	2975766	WHO'S CALLING
Registration Number:	2958539	WHO'S CALLING
Registration Number:	3107578	IT PAYS TO KNOW.
Registration Number:	2975768	CALL SYNC
Registration Number:	2975769	CALLER VIEW
Registration Number:	2966451	DEALER DESK
Registration Number:	3128640	VOICE VIEW

CH \$515.00 3348275

Registration Number:	3090423	VOICE VIEW
Registration Number:	3048605	VOICE VIEW MONITORING
Registration Number:	3008795	SALES CATALYST
Registration Number:	2908648	CALL SAFE
Registration Number:	3165952	CALL SAFE
Registration Number:	3076825	EMAIL ADVANTAGE
Registration Number:	3187087	MORE REVENUE. EVERY TIME.
Registration Number:	3709541	MARKETQUEST

CORRESPONDENCE DATA

Fax Number: (713)308-4194
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 713-752-4208
Email: tadolph@jw.com
Correspondent Name: Tom Adolph
Address Line 1: 1401 McKinney, Ste. 1400
Address Line 2: Jackson Walker, LLP
Address Line 4: Houston, TEXAS 77010

ATTORNEY DOCKET NUMBER:	130587.00001
NAME OF SUBMITTER:	Thomas H. Adolph
Signature:	/s/ Thomas H. Adolph
Date:	02/26/2010

Total Attachments: 6
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UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

WHO'S CALLING, INC.

as filed in this office on December 16, 2009.

Date: January 5, 2010



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

Sam Reed, Secretary of State

TRADEMARK

REEL: 004156 FRAME: 0985

FILED
SECRETARY OF STATE
SAM REED

DECEMBER 16, 2009

STATE OF WASHINGTON

ARTICLES OF MERGER

OF

WHO'S CALLING, INC.

INTO

WHO'S CALLING HOLDING CORP.

12/16/09 1637145-
001
\$60.00 K #084717
id: 1813128

Pursuant to Section 23B.11.040 of the Washington Business Corporation Act, the undersigned surviving parent corporation executes and submits for filing the following Articles of Merger:

1. Who's Calling Holding Corp. owned at least 90% of the outstanding shares of each class of Who's Calling, Inc.
2. On December 1, 2009, the board of directors of Who's Calling Holding Corp. duly approved the following Agreement and Plan of Merger attached as "Exhibit A".
3. Pursuant to Section 23B.11.040 of the Washington Business Corporation Act, approval of the Agreement and Plan of Merger by the shareholders of Who's Calling Holding Corp., the parent corporation, and Who's Calling, Inc., the merging subsidiary corporation, was not required.
4. On December 1, 2009, Who's Calling Holding Corp., the surviving parent corporation, delivered a notice of the merger, including a copy of the Agreement and Plan of Merger, to each shareholder of its subsidiary, Who's Calling, Inc. Pursuant to Section 23B.11.040 of the Washington Business Corporation Act, the delivery of the notice was within 10 days after the Agreement and Plan of Merger was duly approved by the board of directors of Who's Calling Holding, Corp., the surviving parent corporation.
5. Who's Calling Holding Corp. has not amended its Articles of Incorporation as part of the merger, except for amendments made pursuant to Section 23B.10.020 of the Washington Business Corporation Act.
6. The effective date of this merger is December 14, 2009.

Dated: 12/16/09

Who's Calling Holding Corp.

By: Robert M. Nalley
Robert M. Nalley, President

**AGREEMENT AND PLAN OF MERGER OF
WHO'S CALLING, INC. (WASHINGTON)
INTO
WHO'S CALLING HOLDING CORP. (DELAWARE)**

This Agreement and Plan of Merger (the "Agreement and Plan") is made and entered into as of December 14, 2009, by and between Who's Calling Holding Corp., a Delaware corporation (being sometimes hereinafter referred to as the "Surviving Corporation"), and Who's Calling, Inc., a Washington corporation (being sometimes hereinafter referred to as the "Merging Corporation").

WHEREAS, WHO'S CALLING HOLDING CORP. has an authorized capitalization consisting of 1,000 shares of Common Stock, \$0.01 par value, of which 100 share are issued and outstanding.

WHEREAS, WHO'S CALLING, INC. has an authorized capitalization consisting of 1,000 shares of Common Stock, no par value, of which 1,000 shares are issued and outstanding.

WHEREAS, the directors of the Merging Corporation consider it advisable and in the best interests of the Merging Corporation and its shareholders, pursuant to the General Corporation Law of the State of Delaware, to merge into Who's Calling Holding Corp. on the terms and conditions hereinafter set forth.

NOW THEREFORE, for ten dollars (\$10.00) cash and other valuable consideration and in consideration of the mutual agreements and covenants herein contained and for the purpose of prescribing the terms and conditions of such merger, the mode of carrying it into effect and such other details and provisions of the merger as are deemed necessary or desirable, the Merging Corporation and the Surviving Corporation have agreed and covenanted, and do hereby agree and covenant, as follows:

1. The Merging Corporation agrees that it shall be merging with and into the Surviving Corporation, and that the Surviving Corporation shall be governed by the laws of the State of Delaware and that the Certificate of Incorporation, as amended, and the By-Laws, of the Surviving Corporation, existing upon the Effective Date of the merger, shall continue in full force and effect until altered, amended, or repealed as provided herein by law. The principal office of the Surviving Corporation is 200 Quality Circle, College Station, TX 77845.
2. The Board of Directors of the Surviving Corporation and of the Merging Corporation have duly approved, authorized and adopted, subject to the terms and conditions hereof, the execution and delivery of this Agreement and Plan and the transactions contemplated therein, such approval effective as of December 14, 2009.

3. This Agreement and Plan shall be submitted to the shareholders of the Surviving Corporation and the Merging Corporation for their consent to the merger described herein and, when so adopted and approved by the shareholders of the Surviving Corporation and the Merging Corporation, a Certificate of Merger setting forth this Agreement and Plan of Merger shall be signed, acknowledged, certified, approved, adopted, and then filed pursuant to the laws of Delaware, as promptly as practicable. The merger described herein shall become effective upon filing, hereinafter sometimes referred to as the "Effective Date".

4. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall thereupon and thereafter:

(a) possess all of the rights, privileges, immunities, and franchises, of a public, as well as a private nature, of the Merging Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and

(b) be responsible and liable for all liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, with the result that neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

5. The directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation. Such persons shall hold their respective offices, subject to the provisions of the By-Laws of the Surviving Corporation, from the Effective Date until their successors are elected and qualified.

6. Prior to, from and after the Effective Date, the Merging Corporation shall take all such action as may be necessary, appropriate, or convenient in order to effectuate the merger. If, at any time after the Effective Date, the Surviving Corporation shall determine that any further instruments or actions of whatever nature are necessary or desirable to vest in the Surviving Corporation full title to all properties, assets, rights, privileges, and franchises of the Merging Corporation, the officers and directors of the Merging Corporation (as are in office on the Effective Date) shall execute and deliver such instruments and take such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights, privileges, and franchises, and otherwise carry out the purposes of this Plan.

7. On the Effective Date each of the outstanding common stock of the

Merging Corporation, immediately prior to the merger, and all rights in respect therefore, shall cease to exist and be canceled.

8. On the Effective Date, each share of the outstanding common stock of the Surviving Corporation shall not be changed or converted and each share of the outstanding common stock of the Surviving Corporation shall remain outstanding after the Effective Date as one share of common stock of the Surviving Corporation.

9. This Plan may be terminated and abandoned at any time prior to the Effective Date by the shareholders of the Merging Corporation and Surviving Corporation or by the Boards of Directors of the Merging Corporation and Surviving Corporation.

Executed as of the date first above written.

ATTEST

Ken Bunney
KENNETH BUNNEY, Secretary

WHO'S CALLING HOLDING CORP.
A Delaware Corporation

By: *Bob Nalley*
ROBERT M. NALLEY, President

ATTEST

Ken Bunney
KENNETH BUNNEY, Secretary

WHO'S CALLING, INC.
A Washington Corporation

By: *Bob Nalley*
ROBERT M. NALLEY, President

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

certificate that according to records on file in this office,

Articles of Merger between

WHO'S CALLING, INC.

a Washington PROFIT CORPORATION, and

WHO'S CALLING HOLDING CORP.

a Delaware PROFIT CORPORATION, whereby

WHO'S CALLING HOLDING CORP.

is the surviving CORPORATION, under the name of

WHO'S CALLING HOLDING CORP.

were received and filed in this office on December 16, 2009.

Date: January 5, 2010



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

Sam Reed, Secretary of State

TRADEMARK