

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/14/2009		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Who's Calling Inc.		12/16/2009	CORPORATION: WASHINGTON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Who's Calling Holding Corp.		
<b>Street Address:</b>	6700 Hollister		
<b>City:</b>	Houston		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	77040		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2975770	LEAD SAVER	
Registration Number:	2322897	WHO'S CALLING.COM	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(713)308-4131		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	7137524546		
Email:	abukoye@jw.com		
Correspondent Name:	Abimbola Bukoye		
Address Line 1:	1401 McKinney Street Suite 1900		
Address Line 4:	Houston, TEXAS 77010		
ATTORNEY DOCKET NUMBER:	130587.00001		
NAME OF SUBMITTER:	Abimbola Bukoye		
Signature:	/Abimbola Bukoye/		

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**TRADEMARK**

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**REEL: 004199 FRAME: 0150**

Date:

05/05/2010

**Total Attachments: 7**

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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:

WHO'S CALLING HOLDING CORP.

DE Profit Corporation

UBI: 000-000-000

Filing Date: December 16, 2009

Merging Entities:

601-836-938

WHO'S CALLING, INC.



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

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

TRADEMARK

REEL: 004199 FRAME: 0152

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: Rob Nalley  
ROBERT M. NALLEY, President

ATTEST

Ken Bunney  
KENNETH BUNNEY, Secretary

WHO'S CALLING, INC.  
A Washington Corporation

By: Rob Nalley  
ROBERT M. NALLEY, President

TRADEMARK

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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:

"WHO'S CALLING, INC.", A WASHINGTON CORPORATION,  
WITH AND INTO "WHO'S CALLING HOLDING CORP." UNDER THE NAME OF "WHO'S CALLING HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 2009, AT 5:20 O'CLOCK P.M.

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

4195449 8100M

091108228

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7710252

DATE: 12-18-09

TRADEMARK  
REEL: 004199 FRAME: 0157



**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Who's Calling Holding Corp., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Who's Calling, Inc., a Washington corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is Who's Calling Holding Corp., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 1,000 shares common (no par value) 2,000 shares preferred (\$1.00 par value).

**SIXTH:** The merger is to become effective on December 16, 2009.

**SEVENTH:** The Agreement of Merger is on file at 6700 Hollister, Houston, Texas 77040, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 16<sup>th</sup> day of December, A.D., 2009.

By: Robert M. Nalley  
Authorized Officer

Name: Robert M. Nalley  
Print or Type

Title: President