

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
NCN Holdco, LP		12/20/2005	LIMITED PARTNERSHIP: TEXAS

**RECEIVING PARTY DATA**

<b>Name:</b>	NCN Holdco, GP
<b>Street Address:</b>	222 West Colinas Blvd.
<b>Internal Address:</b>	Suite 1500, Millenium Center
<b>City:</b>	Irving
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75039
<b>Entity Type:</b>	General Partnership: TEXAS

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	3766362	CONSUMER SCOPE

**CORRESPONDENCE DATA**

Fax Number: 3122691747  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: 312-269-8000  
 Email: mbenson@ngelaw.com  
 Correspondent Name: Michael Kelber & Jessica Rissman Cohen  
 Address Line 1: Neal, Gerber & Eisenberg LLP  
 Address Line 2: Two North LaSalle Street, Suite 1700  
 Address Line 4: Chicago, ILLINOIS 60602

**ATTORNEY DOCKET NUMBER:** 021124.0701 CONSUMER SCOP

**900275645**

**TRADEMARK  
 REEL: 005181 FRAME: 0874**

**CH \$40.00 3766362**

NAME OF SUBMITTER:	Jessica Rissman Cohen
Signature:	/Jessica Rissman Cohen/
Date:	12/24/2013
<b>Total Attachments: 5</b> source=Certificate of Merger#page1.tif source=Certificate of Merger#page2.tif source=Certificate of Merger#page3.tif source=Certificate of Merger#page4.tif source=Certificate of Merger#page5.tif	

**FILED**  
In the Office of the  
Secretary of State of Texas  
DEC 22 2005  
Corporations Section

CERTIFICATE OF MERGER  
OF  
NCN HOLDCO, LP  
INTO  
NCN HOLDCO, GP

(UNDER SECTION 206 OF THE TEXAS  
REVISED LIMITED PARTNERSHIP ACT)

- (1) The name and state of formation of each of the constituent partnerships are:
  - (a) NCN Holdco, LP, a Texas limited partnership ("LP"); and
  - (b) NCN Holdco, GP, a Texas general partnership ("GP").
- (2) A Plan of Merger has been approved, adopted, certified, executed and acknowledged by LP and GP in accordance with the provisions of Section 206 of the Texas Revised Limited Partnership Act.
- (3) The name of GP, the surviving partnership, will not be changed as a result of the merger.
- (4) The merger shall become effective at 11:59 p.m. on December 31, 2005.
- (4) The executed Plan of Merger is on file at the principal place of business of GP at 222 West Colinas Blvd., Suite 1500, Millineum Center, Irving, Texas 75039.
- (5) A copy of the Plan of Merger will be furnished by GP on request and without cost, to any partner of GP or LP.

IN WITNESS WHEREOF, LP and GP have caused this certificate to be executed this 20<sup>th</sup> day of December, 2005.

NCN HOLDCO, LP, a Texas limited partnership

By: [Signature]  
Printed: TIMOTHY E. GREGG  
Title: General Partner

NCN HOLDCO, GP, a Texas general partnership

By: [Signature]  
Printed: TIMOTHY E. GREGG  
Title: Partner

RECEIVED  
DEC 22 2005

Secretary of State  
BDD801.4201972v1

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is dated as of December 20, 2005, by and between NCN Holdco, LP, a Texas limited partnership ("LP"), and NCN Holdco, GP, a Texas general partnership ("GP").

WITNESSETH:

WHEREAS, the partners of LP and GP have each adopted a resolution approving this Plan and the merger provided for herein (the "Merger").

NOW, THEREFORE, in consideration of the premises, and the promises and agreements contained herein, the parties hereto agree as follows:

ARTICLE I

Constituent Corporations

LP and GP shall be referred to herein as the "Constituent Entities" with respect to the Merger.

ARTICLE II

Merger

Effective as of 11:59 p.m. December 31, 2005 (the "Effective Time"), LP shall be merged with and into GP and GP shall be the surviving entity.

ARTICLE III

Articles of Organization, Operating Agreement

At the Effective Time, the Partnership Agreement of GP in effect immediately prior to the Effective Time shall continue to be the Partnership Agreement of GP.

#### ARTICLE IV

##### Manner of Converting Partnership Interest

The manner of converting the interests in the LP at the Effective Time shall be as follows:

1. Thomas E. Galas and Karen E. Lurkowski each own a 50% partnership interest in GP.
2. Thomas E. Galas and Karen E. Lurkowski each own a 49% limited partnership interest and a 1% general partnership interest in LP.
3. All partnership interest in LP owned by Thomas E. Galas and Karen E. Lurkowski (each, a "Partner") shall be cancelled and each Partner shall retain a 50% partnership interest in GP.

#### ARTICLE V

##### Effective Time

From and after the Effective Time, GP shall have all of the rights, privileges, powers, immunities and franchises (public and private) of each of the Constituent Entities, and all property (real, personal and mixed), all debts due on whatever account, and all other choices in action, of each of the Constituent Entities. All interests of or belonging to or due to any of the Constituent Entities thereupon shall be deemed to be transferred to and vested in GP without act or deed and no title to any real estate or any interest therein vested in any of the Constituent Entities shall revert or be in any way impaired because of the Merger.

ARTICLE VI

GP as Surviving Entity

From and after the Effective Time, GP shall be responsible for all obligations of each of the Constituent Entities and each claim existing and each action or proceeding pending by or against any of the Constituent Entities may be prosecuted as if the Merger had not taken place, and GP may be substituted in the place of such Constituent Entity. No right of any creditor of any Constituent Entity and no lien upon the property of any Constituent Entity shall be impaired by the Merger. GP shall, without further action, succeed to any and all fiduciary duties of the Constituent Entities.

ARTICLE VII

Further Documents

If at any time GP shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm or record in GP the title to any property or rights of the Constituent Entities, or otherwise to carry out the provisions hereof, the persons who were the proper officers and directors of the Constituent Entities immediately prior to the Effective Time (or their successors in office) shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper, to vest, perfect or confirm title to such property or rights in GP and otherwise to carry out the provisions hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed on their behalf by their officers thereunto duly authorized as of the day and year first written above.

NCN HOLDCO, LP, a Texas limited partnership

By: *[Signature]*  
Printed: Thomas E. G. Hall  
Title: General Partner

NCN HOLDCO, GP, a Texas general partnership

By: *[Signature]*  
Printed: Thomas E. G. Hall  
Title: Partner