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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102783636

To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20231. Original documents or copy thereof.

1. Name of conveying party(ies): Halfbrain.com, Inc.
Individual(s) Association
General Partnership Limited Partnership
Corporation-State of California
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Halfbrain.com, Inc.
Internal Address:
Street Address: 516 Clyde Avenue
City: Mountain View State: California Zip: 94043
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State of California
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: June 2, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.
B. Trademark Registration No.
2,481,708
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$40.00
Enclosed
Authorized to be charged to deposit account, if necessary
8. Deposit account number: 52-0261
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Linda G. Henry, Esq.
Street Address: Fenwick & West LLP Silicon Valley Center 801 California Street
City: Mountain View State: CA Zip: 94041

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Linda G. Henry Name of Person Signing
Linda G. Henry Signature
June 28, 2004 Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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**FILED**  
In the office of the Secretary of State  
of the State of California

2075928 Jun

**AGREEMENT OF MERGER**

JUN 05 2000

Bill Jones  
L. JONES Secretary of State

THIS AGREEMENT OF MERGER is dated as of June 2, 2000 by and between AlphaBlox Corporation, a Delaware corporation ("Parent"), Grey Matter Acquisition Corporation, a California corporation (Merger Sub), and Halfbrain.com, a California corporation (the "Company").

**RECITALS:**

WHEREAS, the shareholders of Merger Sub and the Company deem it advisable and in their mutual best interests that Merger Sub be merged with and into the Company in accordance with this Agreement (the "Merger"); and

WHEREAS, to effectuate the Merger, Merger Sub and the Company have entered into an Agreement and Plan of Reorganization (the "Merger Agreement"), dated April 19, 2000; and

WHEREAS, the Boards of Directors of Merger Sub, Parent and the Company and the shareholders of Merger Sub and the Company, respectively, have duly approved and adopted this Agreement, the Merger Agreement and the Merger;

NOW, THEREFORE, this Agreement is filed pursuant to Section 1103 of the California Corporations Code:

**ARTICLE I**

**THE MERGER**

1.1 Merger Effective Time of the Merger. Subject to the terms and conditions of this Agreement, Merger Sub will be merged with and into the Company, with the Company being the sole surviving corporation (the "Merger") in accordance with the applicable provisions of the corporate laws of the State of California ("State Law").

1.2 Effective Time of the Merger. The Merger shall become effective on the date of filing this Agreement with the Secretary of State of California (the "Effective Time of the Merger").

1.3 Effects of the Merger. At the Effective Time of the Merger, (a) the separate existence of Merger Sub shall cease and Merger Sub shall be merged with and into the Company (the Company after the merger is sometimes referred to herein as the "Surviving Corporation"); but all rights of creditors and all liens upon the properties of Merger Sub shall be preserved unimpaired, provided that such liens shall be limited to those properties affected thereby immediately prior to the Effective Time of Merger, and any action or proceeding pending by or against Merger Sub may be prosecuted to judgment, which shall bind the Surviving Corporation, or the Surviving Corporation may be proceeded against or substituted in its place; (b) the Articles of Incorporation of Merger Sub immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation of Surviving Corporation; (c) the Bylaws of the Merger Sub

immediately prior to the Effective Time of the Merger shall be the Bylaws of Surviving Corporation; (d) the directors of Merger Sub immediately prior to the Effective Time of the Merger shall be the directors of Surviving Corporation; (e) the officers of Merger Sub immediately prior to the Effective Time of the Merger shall be the officers of Surviving Corporation; and (f) the Merger shall, from and after the Effective Time of the Merger, have all the effects provided by applicable law.

1.4 Name. From and after the Effective Time of the Merger, the name of the Surviving Corporation shall be Halfbrain.com.

## ARTICLE II

### EFFECT OF THE MERGER ON THE CAPITAL STOCK OF THE COMPANY

2.1 Effect on Capital Stock. As of the Effective Time of the Merger, by virtue of the Merger, and without any action on the part of the holder of any shares of capital stock of Merger Sub or the Company: each share of Common Stock of the Company issued and outstanding immediately prior to the Effective Time of the Merger shall automatically be canceled and extinguished and converted, without any action on the part of the holder thereof, into the right to receive 0.463795 shares of Parent.

2.2 Supplementary Action. If, at any time after the Effective Time, any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm of record in the Surviving Corporation the title to any property or rights of either the Company or Merger Sub, or otherwise to carry out the provisions of this Agreement, the officers and directors of the Surviving Corporation are hereby authorized and empowered, in the name of and on behalf of the Company and Merger Sub, to execute and deliver any and all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes and provisions of this Agreement.

## ARTICLE III

### TERMINATION

#### 3.1 Termination.

(a) This Agreement shall be terminated, and the Merger abandoned, prior to the Effective Time of the Merger, notwithstanding the approval by the respective shareholders of the Company and Merger Sub of this Agreement: and the Merger, in the event of and simultaneously with a termination of the Merger Agreement in accordance with the provisions of Article VII of the Merger Agreement.

(b) Where action is taken to terminate this Agreement pursuant to this Section 3.1, it shall be sufficient authorization for such action to be authorized by the Board of Directors of the party taking such action.

(c) In the event of termination of this Agreement as provided in this Section 3.1, this Agreement shall forthwith become null and void.


#### **ARTICLE IV**

##### **APPROVAL OF AGREEMENT**

4.1 **Approval.** The respective Boards of Directors of each of the Company and Merger Sub have, by resolutions duly adopted and approved the Merger, this Agreement and the Merger Agreement. The shareholders of the Company have by resolutions, duly adopted and approved the Merger, this Agreement, and the Merger Agreement in accordance with section 603 of the California Corporations Code. The shareholders of Merger Sub have, by resolutions, duly adopted and approved the Merger, this Agreement, and the Merger Agreement in accordance with section 603 of the California Corporations Code.


IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf as of the date first written above.

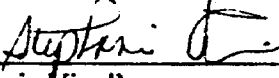
ALPHABLOX CORPORATION  
a Delaware corporation

By:   
Michael Skok,  
Chief Executive Officer

By:   
Stephanie Vinella,  
Secretary

GREY MATTER ACQUISITION  
CORPORATION.  
a California corporation

By:   
Michael Skok,  
Chief Executive Officer

By:   
Stephanie Vinella,  
Secretary

HALFBRAIN.COM  
A California Corporation

By: \_\_\_\_\_  
Don Marzetta,  
Vice President

By: \_\_\_\_\_  
Joe Ternasky,  
Secretary

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf as of the date first written above.

**ALPHABLOX CORPORATION**  
a Delaware corporation

By: \_\_\_\_\_  
Michael Skok,  
Chief Executive Officer

By: \_\_\_\_\_  
Stephanie Vinella,  
Secretary

**GREY MATTER ACQUISITION CORPORATION.**  
a California corporation

By: \_\_\_\_\_  
Michael Skok,  
Chief Executive Officer

By: \_\_\_\_\_  
Stephanie Vinella,  
Secretary

**HALFBRAIN.COM**  
A California Corporation

By: Don Vail  
Don Vail,  
Vice President

By: Joe Ternasky  
Joe Ternasky,  
Secretary

CERTIFICATE OF APPROVAL  
OF  
MERGER AGREEMENT  
OF  
HALFBRAIN.COM  
a California corporation

Steve Guttman and Joe Ternasky certify that:

1. They are the President and the Secretary, respectively, of Halfbrain.com, a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached hereto (the "Merger Agreement") and the merger contemplated by such agreement (the "Merger") were duly approved by the Board of Directors and shareholders of the Corporation.
3. The total number of outstanding shares of the Corporation entitled to vote on the Merger was 3,737,259 shares of Common Stock and 786,356 shares of Series A Preferred Stock.
4. The principal terms of the Merger Agreement were approved by an affirmative vote which exceeded the vote required, such vote being a majority of the total number of outstanding shares of Common Stock and Preferred Stock.

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

Date: May 30, 2000

By:   
Steve Guttman, President

Date: June 1, 2000

By:   
Joe Ternasky, Secretary

CERTIFICATE OF APPROVAL  
OF  
MERGER AGREEMENT  
OF  
GREY MATTER ACQUISITION CORP.  
a California Corporation

Michael Skok and Stephanie Vinella certify that:

1. The are the Chief Executive Officer and Secretary, respectively, of Grey Matter Acquisition Corp., a California Corporation (the "Corporation").
2. The Agreement of Merger in the form attached hereto (the "Agreement of Merger") and the merger contemplated by such agreement (the "Merger") were duly approved by the Board of Directors and shareholders of the Corporation.
3. The total number of outstanding shares of the Corporation entitled to vote on the Merger was 1,000 shares of Common Stock.
4. The principal terms of the Merger Agreement were approved by an affirmative vote which exceeded the vote required, such vote being all of the outstanding shares of Common Stock of the Corporation.
5. No vote of the shareholders of AlphaBlox Corporation, a Delaware Corporation and the Corporation's parent corporation, was required to approve the Merger.

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

Date: June 1, 2000

By:   
Michael Skok, Chief Executive Officer

Date: June 1, 2000

By:   
Stephanie Vinella, Secretary

GDSVF&HM251034v1

TRADEMARK  
REEL: 003002 FRAME: 0848



CERTIFICATE OF APPROVAL  
OF  
MERGER AGREEMENT  
OF  
ALPHABLOX CORPORATION  
a Delaware Corporation

Michael Skok and Stephanie Vinella certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of AlphaBlox Corporation, a Delaware Corporation (the "Corporation").
2. The Agreement of Merger in the form attached hereto (the "Agreement of Merger") and the merger contemplated by such agreement (the "Merger") were duly approved by the Board of Directors of the Corporation.
3. The Agreement of Merger was entitled to be and was approved by the Board of Directors of the Corporation alone 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 certificate are true and correct to our knowledge.

Date: June 1, 2000

By:   
Michael Skok, Chief Executive Officer

Date: June 1, 2000

By:   
Stephanie Vinella, Secretary





**FENWICK & WEST LLP**

SILICON VALLEY CENTER

801 CALIFORNIA STREET | MOUNTAIN VIEW, CA 94041

TEL 650.988.8500 | FAX 650.938.5200 | WWW.FENWICK.COM

June 28 2004

LINDA G. HENRY

E-MAIL: [jlhenry@fenwick.com](mailto:jlhenry@fenwick.com)

DIRECT DIAL: 650.335.7209

**BOX ASSIGNMENTS**

Assistant Commissioner for Trademarks

Washington, D.C. 20231

Re: Merger Recordation  
Conveying Party: Halfbrain.com, Inc.  
Receiving Party: Halfbrain.com, Inc.  
Registration: HALFBRAIN.COM Cl. 42  
Registration No.: 2,481,708  
On Behalf of AlphaBlox Corporation  
Our Reference: 22233-00070

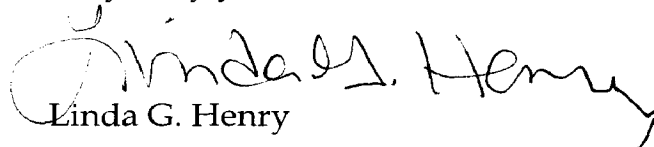
Dear Sir or Madam:

Enclosed for filing is a Merger Recordation referenced above.

A check in the amount of \$40.00 to cover the filing fee is enclosed. If any additional fees are required, please charge to our Deposit Account No. 50-0261.

Please complete the filing, addressing any correspondence or notifications to me at our Mountain View office.

Very truly yours,

  
Linda G. Henry

LGH:peo

Enclosures

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# State of California



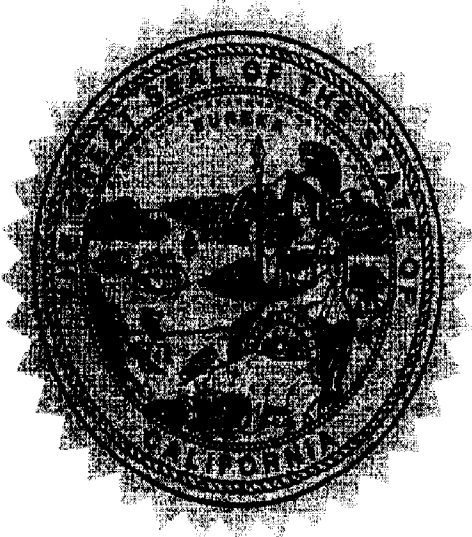
## SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 8 page(s) was prepared by and in this office from the record on file, 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

JUN 23 2004



*Kevin Shelley*  
Secretary of State