

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/27/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Campus Pipeline, Inc.		03/27/2000	CORPORATION: UTAH

RECEIVING PARTY DATA

Name:	Campus Pipeline, Inc.
Street Address:	1013 Centre Road
Internal Address:	Corporation Service Company
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	78141304	LUMINIS
Serial Number:	75980262	CAMPUS PIPELINE
Serial Number:	75789228	CAMPUS PIPELINE
Serial Number:	75789227	CAMPUS PIPELINE
Serial Number:	75789149	P
Registration Number:	2538983	P
Registration Number:	2545747	P

CORRESPONDENCE DATA

Fax Number: (215)994-2222
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: noelle.ballarini@dechert.com
 Correspondent Name: Glenn A. Gundersen

CH \$190.00 78141304

Address Line 1: 1717 Arch Street
Address Line 2: 4000 Bell Atlantic Tower
Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER:	James J. Johnston
Signature:	/James J. Johnston/
Date:	02/01/2005

Total Attachments: 5
source=campus1#page1.tif
source=campus1#page2.tif
source=campus1#page3.tif
source=campus1#page4.tif
source=campus1#page5.tif

COPY

AGREEMENT AND PLAN OF MERGER OF CAMPUS PIPELINE, INC. (a Delaware corporation) AND CAMPUS PIPELINE, INC. (a Utah corporation)

THIS AGREEMENT AND PLAN OF MERGER dated as of MARCH 27, 2000 (the "Agreement") is between Campus Pipeline, Inc., a Delaware corporation ("CP Delaware"), and Campus Pipeline, Inc., a Utah corporation ("CP Utah"). CP Delaware and CP Utah are sometimes referred to herein as the "Constituent Corporations."

03-27-00P02:40 RCVD

RECITALS

A. CP Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 1,000 shares, \$0.0001 par value per share, designated as "Common Stock." As of MARCH 27, 2000, 1,000 shares of Common Stock were issued and outstanding, all of which are held by CP Utah.

B. CP Utah is a corporation duly organized and existing under the laws of the State of Utah and has two authorized classes of capital stock designated as "Preferred Stock" and "Common Stock," each with no par value. 65,200,000 shares of Common Stock are authorized, of which 21,902,392 are issued and outstanding as of March 24, 2000. There are 4,800,000 shares of Preferred Stock authorized, all of which have been designated "Series A Preferred Stock." There are 4,609,062 shares of Series A Preferred Stock issued and outstanding as of March 24, 2000.

C. The Board of Directors of CP Utah has determined that, for the purpose of effecting the reincorporation of CP Utah in the State of Delaware, it is advisable and in the best interests of CP Utah and its shareholders that CP Utah merge with and into CP Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of CP Delaware and CP Utah, the shareholders of CP Utah and the sole stockholder of CP Delaware have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, CP Delaware and CP Utah hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

RECEIVED
MAR 27 2000

Utah Div. of Corp. & Conim. Code

0087410027

1. MERGER

(a) *Merger.* In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Utah Revised Business Corporation Act, CP Utah shall be merged with and into CP Delaware (the "Merger"), the separate existence of CP Utah shall cease and CP Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be Campus Pipeline, Inc.

(b) *Filing and Effectiveness.* The Merger shall become effective when the following actions shall have been completed:

(i) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(ii) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Utah Revised Business Corporation Act shall have been filed with the Secretary of State of the State of Utah.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

(c) *Effect of the Merger.* Upon the Effective Date of the Merger, the separate existence of CP Utah shall cease and CP Delaware, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and CP Utah's Boards of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of CP Utah in the manner as more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of CP Utah in the same manner as if CP Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Utah Revised Business Corporation Act.

2. CHARTER DOCUMENTS DIRECTORS AND OFFICERS

(a) *Certificate of Incorporation.* The Amended and Restated Certificate of Incorporation of CP Delaware in the form attached hereto as Exhibit A (the "Certificate of Incorporation") shall be the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

(b) *Bylaws.* The Bylaws of CP Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

(c) *Directors and Officers.* The directors and officers of CP Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

3. **MANNER OF CONVERSION OF STOCK**

(a) *CP Utah Common Stock.* Upon the Effective Date of the Merger, each share of Common Stock of CP Utah issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one share of fully paid and nonassessable Common Stock, \$0.0001 par value per share, of the Surviving Corporation.

(b) *CP Delaware Common Stock.* Upon the Effective Date of the Merger, each share of Common Stock, \$0.0001 par value per share, of CP Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by CP Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

(c) *CP Utah Series A Preferred Stock.* Upon the Effective Date of the Merger, each share of Series A Preferred Stock of CP Utah issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one share of fully paid and nonassessable Series A Preferred Stock, \$0.0001 par value, of the Surviving Corporation.

(d) *Stock Options.* At the Effective Date of the Merger, CP Utah's Share Option Plan and 1999 Stock Plan (collectively, the "Stock Plans") and all options and stock purchase rights relating to Common Stock (each a "CP Option") then outstanding under such plans, or otherwise, shall be assumed by CP Delaware in accordance with provisions described below.

(i) Each CP Option so assumed by CP Delaware under this Agreement shall continue to have, and be subject to, the same terms and conditions set forth in the Stock Plans and/or as provided in the respective option agreements governing such CP Option immediately prior to the Effective Date of the Merger, except that such CP Option shall be exercisable for the same number of whole shares of CP Delaware Common Stock that were issuable upon exercise of such CP Option immediately prior to the Effective Date of the Merger.

(ii) It is the intention of the parties that the CP Options assumed by CP Delaware qualify following the Effective Date of the Merger as incentive stock options as defined in Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), to the extent the CP Options qualified as incentive stock options immediately prior to the Effective Date of the Merger.

(iii) Promptly following the Effective Date of the Merger, CP Delaware will issue to each holder of an outstanding CP Option a document evidencing the foregoing assumption of such CP Option by CP Delaware.

(iv) At the Effective Date of the Merger, CP Utah shall assign to CP Delaware any and all rights of repurchase pertaining to shares of CP Utah Common Stock issued upon exercise of stock options, pursuant to stock purchase agreements, or otherwise.

(e) *Exchange of Certificates.* After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of CP Utah Common Stock may, at such stockholder's option, surrender the same for cancellation to such institution as CP Delaware shall appoint at the time to act as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of CP Utah Common shall be deemed for all purposes to represent the number of whole shares of the Surviving Corporation's Common Stock into which such shares of CP Utah Common were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of CP Utah so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of the Surviving Corporation's Common Stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the

Exhibit A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
CAMPUS PIPELINE, INC.

ARTICLE ONE. The name of the corporation is Campus Pipeline, Inc. (the "Company").

ARTICLE TWO. The address of the registered office of the Company in the State of Delaware is Corporation Service Company, 1013 Centre Road, County of New Castle, Wilmington, DE, 19801, and the name of its registered agent at such address is Corporation Service Company.

ARTICLE THREE. The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Delaware Corporation General Law as the same exists or may hereafter be amended.

ARTICLE FOUR

(a) The Company is authorized to issue two classes of stock to be designated "Common Stock" and "Preferred Stock." The aggregate number of shares that the Company shall have authority to issue is 73,309,062 shares divided into 65,200,000 shares of Common Stock, \$0.001 par value per share, and 8,109,062 shares of Preferred Stock, \$0.001 par value per share. The Preferred Stock shall be issued in two series, which shall be designated "Series A Preferred Stock" and "Series B Preferred Stock." The Series A Preferred Stock shall consist of 4,609,062 shares, and the Series B Preferred Stock shall consist of 3,500,000 shares.

(b) The rights, preferences, privileges and restrictions granted to and imposed upon the series of Preferred Stock are as follows:

1. **Definitions.** For purposes of this Article, the following definitions shall apply:

(a) "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities (other than shares of Preferred Stock) convertible into or exchangeable for Common Stock.

(b) "Liquidation Preference" shall mean \$6.075 per share for the Series A Preferred Stock and \$16.314 per share for the Series B Preferred Stock (each subject to adjustment from time to time as set forth elsewhere herein).

(c) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

(d) "Original Issue Date" for each series of Preferred Stock shall mean the date upon which shares of such series of Preferred Stock are first issued.