

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/16/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Giant Company Software, Inc.		12/15/2004	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Drake Holdings, LLC
Street Address:	6100 Neil Road
City:	Reno
State/Country:	NEVADA
Postal Code:	89520
Entity Type:	Limited Liability Company: NEVADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2784411	GIANT COMPANY
Serial Number:	78440832	SPYWARE INSPECTOR
Serial Number:	78452711	SPYNET

CORRESPONDENCE DATA

Fax Number: (206)682-6031
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (206) 622-4900
 Email: TaraK@SeedIP.com
 Correspondent Name: Seed Intellectual Property Law Group PLL
 Address Line 1: 701 Fifth Avenue
 Address Line 2: Suite 6300
 Address Line 4: Seattle, WASHINGTON 98104-7092

NAME OF SUBMITTER:	William O. Ferron, Jr.
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CH \$90.00 2784411

Signature:

/WOF/

Date:

04/12/2005

Total Attachments: 10

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DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

FILED # LLC 28630-04

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

DEC 16 2004

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

**(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))
SUBMIT IN DUPLICATE**

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11 blank sheet containing the required information for each additional entity.

Giant Company Software, Inc.

Name of merging entity

Illinois

corporation

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Drake Holdings, LLC

Name of surviving entity

Nevada

limited liability company

Jurisdiction

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
(Revised on: 10/2/03)



DEAN HELLER
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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: Ben Orndorff
c/o: Microsoft Corporation
One Microsoft Way
Redmond, WA 98052

- 3) (Choose one)

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

- 4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11 blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from :

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2005
Revised on: 10/2003



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(b) The plan was approved by the required consent of the owners of *:

Giant Company Software, Inc.

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

and, or;

Drake Holdings, LLC

Name of *surviving* entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2805
Revised on 10/20/03



DEAN HELLEF
Secretary of State
204 North Carson Street, Suite 1
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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

Name of *merging* entity, if applicable

and, or;

Name of *surviving* entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State: AM Merger 2002
Revised 01/10/2003



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
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Articles of Merger
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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**: _____

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2002
Revised on: 10/24/04



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Articles of Merger
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8) Signatures – Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)* (if there are more than four merging entities, check box and attach an 8 1/2" x 11 blank sheet containing the required information for each additional entity.):

Giant Company Software, Inc.

Name of merging entity

[Handwritten Signature]
Signature

Assistant Secretary 12, 15, 04
Title Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

Drake Holdings, LLC

Name of surviving entity

[Handwritten Signature]
Signature

Manager
Title

12, 15, 04
Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State April 2003
Revised on: 10/24/03

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of December 15, 2004, is made by and among Giant Company Software, Inc., an Illinois corporation and wholly-owned subsidiary of Microsoft Corp. ("Giant"), whose mailing address is PO Box 237104, New York, New York 10023, Microsoft Corporation, a Washington corporation ("Microsoft"), whose mailing address is One Microsoft Way, Redmond, Washington 98052, and Drake Holdings, LLC, a Nevada limited liability company and wholly-owned subsidiary of Microsoft ("Drake"), whose mailing address is 6100 Neil RD, Reno, Nevada 89520;

WHEREAS, the directors and shareholder of Giant and the member of Drake have approved this Agreement and the consummation of the transactions contemplated hereby, upon the terms and subject to the conditions set forth herein;

NOW, THEREFORE, in consideration of the agreements contained herein, the parties hereto, intending to be legally bound hereby, agree as follows:

1. THE MERGER.

- 1.1. **The Merger.** Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as defined below), in accordance with Chapter 92A of the Nevada Revised Statutes, as amended, and the Illinois Business Corporation Act of 1983, as amended, Giant shall be merged with and into Drake and the separate existence of Giant shall thereupon cease (the "Merger"). Drake shall be the surviving company in the Merger (hereinafter referred to as the "Surviving Company").
- 1.2. **Effective Time of the Merger.** The merger shall become effective (the "Effective Time") upon the acceptance of filing of this Agreement and the Articles of Merger with the offices of each of the Nevada and Illinois Secretaries of State.
- 1.3. **Effects of Merger.** At the Effective Time, (i) Giant shall be merged with and into Drake, (ii) the issued and outstanding shares of Giant stock shall be deemed converted into one thousand (1,000) common units of Drake, and Microsoft shall be the owner of one hundred percent (100%) of the interests of Drake, free and clear of any liens, options, rights, or restrictions (except as may arise through Microsoft), (iii) the issued and outstanding interests of Giant shall be deemed cancelled, and (iv) the Merger shall, from and after the Effective Time, have all the effects provided by applicable law.

2. CONVERSION OF INTERESTS.

- 2.1. **Conversion of Giant Shares.** At the Effective Time, by virtue of the Merger and without any action of the part of any holder of any capital shares of Giant,

the previously issued and outstanding interests of Giant shall be deemed cancelled.

- 2.2. **Drake Interests.** At the Effective Time, the issued and outstanding common units of Drake shall remain outstanding.

3. MISCELLANEOUS

- 3.1. **Miscellaneous.** This Agreement (including the documents and instruments referred to herein): (i) constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof; (ii) shall not be assigned by operation of law or otherwise without the prior written consent of the other parties hereto; and (iii) shall be governed in all respects, including validity, interpretation, and effect, by the laws of the State of Washington (without giving effect to the provisions thereof relating to conflicts or choice of law).
- 3.2. **Parties in Interest.** This Agreement shall be binding upon and inure to the benefit of and be enforceable by and against the parties hereto and their respective permitted successors and assigns, and nothing in this Agreement, express or implied, is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Agreement.
- 3.3. **Termination.** This Agreement may be terminated by Microsoft in its sole discretion at any time prior to the filing of this Agreement and the Articles of Merger with the office of either the Nevada or Illinois Secretary of State.

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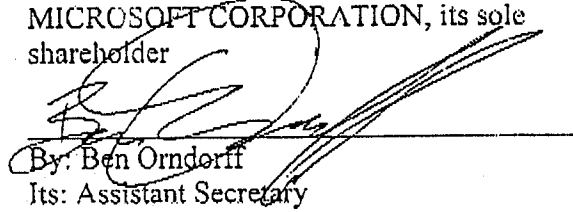
SIGNATURE PAGE - AGREEMENT AND PLAN OF MERGER

IN WITNESS WHEREOF, Giant, Microsoft, and Drake have each caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

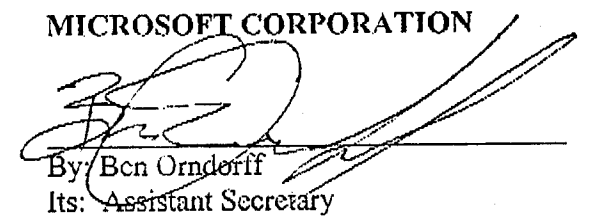
GIANT COMPANY SOFTWARE, INC.

By:

MICROSOFT CORPORATION, its sole shareholder


By: Ben Orndorff
Its: Assistant Secretary

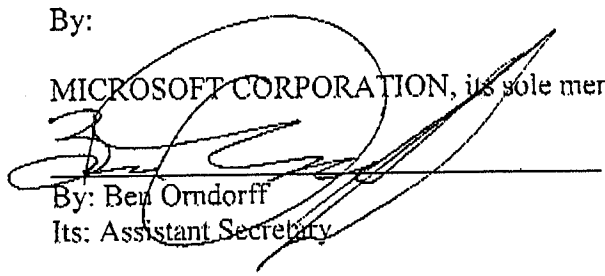
MICROSOFT CORPORATION


By: Ben Orndorff
Its: Assistant Secretary

DRAKE HOLDINGS, LLC

By:

MICROSOFT CORPORATION, its sole member


By: Ben Orndorff
Its: Assistant Secretary

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TRADEMARK

REEL: 003065 FRAME: 0119

STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and
complete copy of the document as filed in
this office.

DEC 17 2004

Debra Heller
Debra Heller
By *[Signature]*