# Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/09/2007

# **CONVEYING PARTY DATA**

Name	Execution Date
On Demand Venture Fund, LLC	02/09/2007

# RECEIVING PARTY DATA

Name:	Minor Ventures, LLC.	
Street Address:	50 Fremont Street, 16th Floor	
City:	San Francisco	
State/Country:	CALIFORNIA	
Postal Code:	94105	

# PROPERTY NUMBERS Total: 15

Property Type	Number
Application Number:	10858709
Application Number:	10951405
Application Number:	10727089
Application Number:	10742513
Application Number:	10820650
Application Number:	10808212
Application Number:	10849602
Application Number:	09820966
Application Number:	09820964
Application Number:	09820965
Application Number:	10618089
Application Number:	11016566
Application Number:	11012639
Application Number:	11021716

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500335062

Application Number: 11014149

#### CORRESPONDENCE DATA

Fax Number: (510)663-0920

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 510-663-1100

Email: mmitchell@beyerlaw.com

Correspondent Name: Beyer Weaver LLP Address Line 1: P.O. Box 70250

Address Line 4: Oakland, CALIFORNIA 94612-0250

ATTORNEY DOCKET NUMBER: ODVFG000

NAME OF SUBMITTER: Joseph M. Villeneuve

### **Total Attachments: 9**

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# Delaware

# The First State

I, HARRIET SMITH WINDSOR, 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:

"ON DEMAND VENTURE FUND, LLC", A VIRGINIA LIMITED LIABILITY COMPANY,

WITH AND INTO "MINOR VENTURES, LLC" UNDER THE NAME OF "MINOR VENTURES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF FEBRUARY, A.D. 2007, AT 12:28 O'CLOCK P.M.

8100M 070153884

AUTHENTICATION: 5426111

DATE: 02-12-07

State of Delaware Secretary of State Division of Corporations Delivered 12:36 PM 02/12/2007 FILED 12:28 PM 02/12/2007 SRV 070153884 - 4212978 FILE

#### CERTIFICATE OF MERGER

OF

# ON DEMAND VENTURE FUND, LLC (a Virginia limited liability company),

### WITH AND INTO

# MINOR VENTURES, LLC (a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Minor Ventures, LLC, a Delaware limited liability company, and the name of the limited liability company being merged into this surviving corporation is On Demand Venture Fund, LLC.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by unanimous vote of the members of each of the constituent limited liability companies.

**THIRD:** The name of the surviving limited liability company is Minor Ventures, LLC.

**FOURTH**: The merger is to become effective upon filing of this Certificate of Merger.

FIFTH: The Agreement and Plan of Merger is on file at 50 Fremont Street, 16th Floor, San Francisco, California 94105, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

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IN WITNESS WHEREOF, the undersigned limited liability companies have caused this Certificate of Merger to be signed by their Managing Member and Sole Member as of this 9<sup>th</sup> day of February, 2007.

# MINOR VENTURES, LLC

By: Minor Management Services, L.L.C. its Managing Member

By: /s/ Halsey McLean Minor
Name: Halsey McLean Minor
Title: Managing Member

ON DEMAND VENTURE FUND, LLC

By: /s/ Halsey McLean Minor
Name: Halsey McLean Minor, Trustee
of the Halsey McLean Minor
Revocable Trust under
agreement dated November 30,
2004, as amended, SOLE

MEMBER

## ARTICLES OF MERGER

OF

# ON DEMAND VENTURE FUND, LLC (a Virginia limited liability company)

# WITH AND INTO

# MINOR VENTURES, LLC (a Delaware limited liability company)

The undersigned limited liability companies, pursuant to Section 13.1.1072 of the Code of Virginia, hereby execute the following articles of merger and set forth:

### ONE

On Demand Venture Fund, LLC shall merge with and into Minor Ventures, LLC in accordance with the Agreement and Plan of Merger set forth as <u>Exhibit A</u> hereto.

### TWO

The address of the principal office of Minor Ventures, LLC, the surviving entity, in the State of Delaware, the jurisdiction under the laws of which such entity was organized is:

Minor Ventures, LLC
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, New Castle County, Delaware 19801

# THREE

The Agreement and Plan of Merger set forth as <u>Exhibit A</u> hereto was adopted by the Sole Member of On Demand Venture Fund, LLC in accordance with Section 13.1.1071 of the Code of Virginia.

### **FOUR**

The merger of On Demand Venture Fund, LLC with and into Minor Ventures, LLC is permitted by the State of Delaware, the jurisdiction under the laws of which Minor Ventures, LLC is organized. Minor Ventures, LLC has complied with the laws of the State of Delaware in effecting the merger.

IN WITNESS WHEREOF, the undersigned Managing Member and Sole Member authorized to act on behalf of the limited liability companies declare that the facts stated herein are true as of this 28<sup>th</sup> day of February, 2007.

MINOR VENTURES, LLC

By: Minor Management Services, L.L.C. its Managing Member

By:

Name: Halsey McLean Minor Title: Managing Member

ON DEMAND VENTURE FUND, LLC

By:

Name: Halsey McLean Minor, Trustee of the Halsey McLean Minor Revocable Trust under agreement dated November 30, 2004, as amended, SOLE MEMBER

# Exhibit A

Agreement and Plan of Merger

# AGREEMENT AND PLAN OF MERGER

Minor Ventures, LLC

This Agreement and Plan of Merger (the "Agreement") is made this 9<sup>th</sup> day of February, 2007, by and among Minor Ventures, LLC, a Delaware limited liability company ("Minor") and On Demand Venture Fund, LLC, a Virginia limited liability company ("On Demand").

WHEREAS, the parties to this Agreement deem it advisable that On Demand merge with and into Minor under and pursuant to the terms and conditions set forth in this Agreement (the "Merger").

- NOW, THEREFORE, the parties to this Agreement, intending to be legally bound, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of the Merger and the mode of carrying them into effect, as follows:
- 1. The Merger. Upon the terms and conditions hereof, and in accordance with the provisions of the Delaware Limited Liability Company Act (the "Delaware Act") and the Virginia Limited Liability Company Act (the "Virginia Act"), at the Effective Time (as defined herein), On Demand shall be merged with and into Minor. Minor shall be the surviving company, shall succeed to and assume all the rights and obligations of On Demand in accordance with the Delaware Act and the Virginia Act, and shall continue its corporate existence under the Delaware Act. Upon the consummation of the Merger, the separate existence of On Demand shall terminate.
- 2. <u>Effect</u>. The Merger shall have the effects set forth in Section 18-209 of the Delaware Act and Section 13.1-1073 of the Virginia Act.
- 3. Agreement of Merger; Plan of Merger. This Agreement shall constitute an "Agreement of Merger" for all purposes under the Delaware Act and a "Plan of Merger" for all purposes under the Virginia Act.
- 4. <u>Effective Time</u>. Minor will cause to be filed a Certificate of Merger (the "Certificate") and such other documents that are required by the Delaware Act to be filed with the Secretary of State of the State of Delaware. Minor will further cause Articles of Merger to be filed with the State Corporation Commission of Virginia. The Merger shall become effective (the "Effective Time") upon the filing of the Certificate with the Secretary of State of the State of Delaware.
- 5. <u>Certificate of Organization</u>. At the Effective Time, the certificate of formation of Minor immediately prior to the Effective Time, shall be the certificate of formation of Minor after the Effective Time and until thereafter amended as permitted by the Delaware Act.
- 6. <u>LLC Agreement</u>. At the Effective Time, the limited liability company agreement of Minor in effect immediately prior to the Effective Time shall become the limited liability company agreement of Minor after the Effective Time and until otherwise amended in accordance with its terms.

- 7. <u>Managing Member.</u> Minor shall be member-managed as provided in the limited liability company agreement of the surviving entity.
- 8. <u>Effect on Membership Interests</u>. At the Effective Time, by virtue of the Merger and without any action on the part of Minor or On Demand, the following shall occur:
- (a) The membership interests in Minor issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding in Minor as the surviving entity, such membership interests constituting 100% of the membership interest in the surviving entity;
- (b) All membership interests and any other equity interests of On Demand existing immediately prior to the Merger shall no longer be outstanding and shall automatically be canceled and shall cease to exist.
- 9. <u>Termination</u>. This Agreement may be terminated by the parties hereto and the Merger abandoned in accordance Section 18-209 of the Delaware Act and Section 13.1-1072 of the Virginia Act at any time prior to the Effective Time.
- 10. <u>Amendment</u>. This Agreement may be amended by the parties hereto in accordance with Section 18-209 of the Delaware Act and Section 13.1-1072 of the Virginia Act at any time prior to the Effective Time.
- 11. <u>Expenses</u>. The expenses of the parties incurred in connection with the Merger shall be borne by Minor.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the date first above written.

MINOR VENTURES, LLC

By: Minor Management Services, L.L.C. its Managing Member

Bv: ( /

Name: Halsey McLean Minor

Title: Managing Member

ON DEMAND VENTURE FUND, LLC

Ву:\_\_\_\_\_

Name: Halsey McLean Minor, Trustee of the Halsey McLean Minor Revocable Trust under agreement dated November 30, 2004,

as amended, SOLE MEMBER

{Signature Page to Agreement and Plan of Merger — Minor Ventures, LLC}

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**RECORDED: 08/15/2007**