

MRD 6.5.98

**TRA**



**LY**

To the Honorable Commissioner of Patents and Trademarks, 100745942 attached original documents or copy thereof.

1. Name of conveying party(ies):

**RAY DREAM, INC.**

\_\_\_\_ Individual(s)                      \_\_\_\_ Association  
 \_\_\_\_ General Partnership              \_\_\_\_ Limited Partnership  
 Corporation - State  
 \_\_\_\_ Other \_\_\_\_\_

Add'l name(s) of conveying party(ies) attached? \_ Yes \_ No

3. Nature of conveyance:

\_\_\_\_ Assignment                       Merger  
 \_\_\_\_ Security Agreement              \_\_\_\_ Change of Name  
 \_\_\_\_ Other \_\_\_\_\_

Execution Date: November 30, 1993

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

2. Name and address of receiving party(ies):

Name: **METACREATIONS CORPORATION**

Internal Address: \_\_\_\_\_

Street Address: 6303 Carpinteria Avenue

City Carpinteria State: CA ZIP: 93013

\_\_\_\_ Individual(s) citizenship \_\_\_\_  
 \_\_\_\_ Association \_\_\_\_  
 \_\_\_\_ Limited Partnership \_\_\_\_  
 Corporation - State 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

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: \_\_\_\_\_

Internal Address: SUNNY TAMAOKI, ESQ.  
BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN

Street Address: 12400 Wilshire Boulevard  
Seventh Floor

City: Los Angeles State: CA ZIP: 90025

B. Trademark Registration No.(s)

1,742,928    1,739,620    1,781,202    1,834,466

Additional numbers attached? \_\_\_\_ Yes  No

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)..... \$ \$115.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
02-2666

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.*

SUNNY TAMAOKI  
 Name of Person Signing

Signature

JUNE 1, 1998  
 Date

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

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# State of California

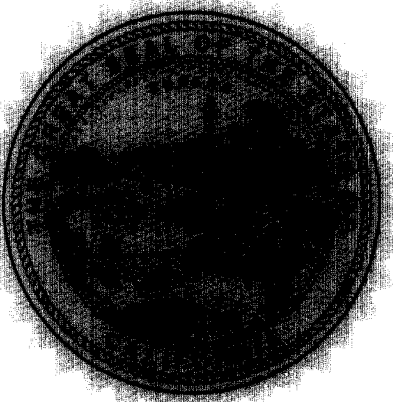
SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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



*Bill Jones*

Secretary of State

TRADEMARK

D548406

1564906 007

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

JUL 18 1997

CERTIFICATE OF OWNERSHIP

OF

Bill Jones  
BILL JONES, Secretary of State

FRACTAL DESIGN CORPORATION  
(A California corporation)

We, the undersigned John J. Wilczak and Terance A. Kinninger, certify that:

1. We are the President and Secretary, respectively, of Fractal Design Corporation, a California corporation (the "Corporation").
2. The Corporation owns 100% of the outstanding shares of capital stock of Ray Dream, Inc., a California corporation.
3. The following resolutions of the Board of Directors of the Corporation were duly adopted on July 16, 1997 by unanimous written consent:

**WHEREAS** the Corporation lawfully owns all the capital stock of Ray Dream, Inc., a California corporation ("Ray Dream"), and now desires to merge Ray Dream with and into the Corporation:


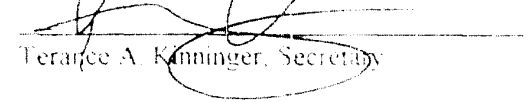
**RESOLVED:** That the Board of Directors of the Corporation hereby determines that it is in the best interests of the Corporation and Ray Dream to merge Ray Dream with and into the Corporation pursuant to Section 1119 of the California Corporations Code (the "California Law"), and for the Corporation to assume all of the liabilities and obligations of Ray Dream, and for all of such actions to be carried out by the Corporation, as the sole stockholder of Ray Dream

**RESOLVED FURTHER:** That the proper officers of the Corporation be, and they hereby are, authorized to make, execute and acknowledge a Certificate of Ownership setting forth a copy of the resolutions to merge Ray Dream with and into the Corporation and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of California.

**RESOLVED FURTHER:** That the proper officers of the Corporation be, and they hereby are, authorized to make, execute and acknowledge a Certificate of Ownership pursuant to Section 1119 of the California Law, and to file the same in the office of the Secretary of State of the State of California



**RESOLVED FURTHER:** That the officers of the Corporation be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation to execute any and all documents, contracts or instruments and to do or cause to be done any and all such other acts and things (including but not limited to, obtaining all required tax clearances from all applicable states) that they, or any of them, may deem necessary or desirable in order to implement fully the purposes and intent of the foregoing resolutions, and any such documents, contracts or instruments so executed and delivered or acts or things done or caused to be done by them or any of them shall be conclusive evidence of their or his or her authority in so doing

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Ownership  
this 16th day of July, 1997

  
\_\_\_\_\_  
John J. Wilczak, President  
  
\_\_\_\_\_  
Terance A. Kinninger, Secretary

Each of the undersigned further declares under penalty of perjury under the laws of  
the State of California that he has read the foregoing Certificate of Ownership and knows  
the contents thereof and that the same is true of his own knowledge

Executed at Carpinteria, California on July 16, 1997.

  
\_\_\_\_\_  
John J. Wilczak, President  
  
\_\_\_\_\_  
Terance A. Kinninger, Secretary



STATE OF CALIFORNIA  
FRANCHISE TAX BOARD  
PO BOX 1468  
SACRAMENTO CA 95812-1468

# TAX CLEARANCE CERTIFICATE

July 2, 1997

EXPIRATION DATE: October 15, 1997

WILLIAM S GREGORY  
COURT PLAZA BLDG  
901 H STREET  
SUITE 400  
SACRAMENTO CA 95814

ISSUED TO: RAY DREAM, INC.  
Entity ID 1564906

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

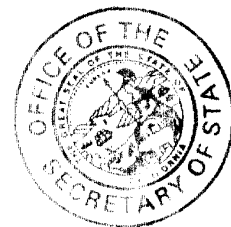
If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen  
Special Audit Unit  
Corporation Audit Section  
Telephone (916) 845-4124



COPY

TRADEMARK

REEL: 1744 FRAME: 0024

# State of California

SECRETARY OF STATE



CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript 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



*Bill Jones*

Secretary of State

TRADEMARK

D548562

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

1684162-1

JUL 24 1997

Bill Jones  
Secretary of State

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**METACREATIONS CORPORATION  
(a Delaware Corporation)**

We, the undersigned Terance A. Kinninger and Jeffrey D. Saper, certify that

- 1 We are the Vice President and Chief Financial Officer and Secretary, respectively, of MetaCreations Corporation, a Delaware corporation formerly known as MetaTools, Inc. (the "Corporation")
- 2 The Corporation owns 100% of the outstanding shares of capital stock of Fractal Design Corporation, a California corporation.
- 3 The following resolutions of the Board of Directors of the Corporation were duly adopted on July 16, 1997 by unanimous written consent

**WHEREAS** the Corporation lawfully owns all the capital stock of Fractal Design Corporation, a California corporation ("Fractal"), and now desires to merge Fractal with and into the Corporation:

**RESOLVED**, That the Board of Directors of the Corporation hereby determines that it is in the best interests of the Corporation and Fractal to merge Fractal with and into the Corporation pursuant to Section 253 of the Delaware Law and pursuant to Section 1108 of the California Corporations Code (the "California Law"), and for the Corporation to assume all of the liabilities and obligations of Fractal, and for all of such actions to be carried out by the Corporation, as the sole shareholder of Fractal

**RESOLVED FURTHER** That the proper officers of the Corporation be, and they hereby are, authorized to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Fractal with and into the Corporation and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware

**RESOLVED FURTHER** That the proper officers of the Corporation be, and they hereby are, authorized to make, execute and acknowledge a Certificate of Ownership pursuant to Section

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**TRADEMARK  
REEL: 1744 FRAME: 0026**



1110 of the California Law, and to file the same in the office of the Secretary of State of the State of California

**RESOLVED FURTHER** That the officers of the Corporation be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation to execute any and all documents, contracts or instruments and to do or cause to be done any and all such other acts and things (including but not limited to, obtaining all required tax clearances from all applicable states) that they, or any of them, may deem necessary or desirable in order to implement fully the purposes and intent of the foregoing resolutions, and any such documents, contracts or instruments so executed and delivered or acts or things done or caused to be done by them or any of them shall be conclusive evidence of their or his or her authority in so doing

FORMER COPY OF 2-19-68-11

TRADEMARK  
REEL: 1744 FRAME: 0027

IN WITNESS WHEREOF the undersigned have executed this Certificate of Ownership  
this 16th day of July, 1997

  
Terance A. Kinninger, Vice President and  
Chief Financial Officer

  
Jeffrey D. Saper, Secretary

Each of the undersigned further declares under penalty of perjury under the laws of  
the State of California that he has read the foregoing Certificate of Ownership and knows  
the contents thereof and that the same is true of his own knowledge.

Executed at Carpinteria, California on July 16, 1997.

  
Terance A. Kinninger, Vice President and  
Chief Financial Officer

  
Jeffrey D. Saper, Secretary

CHRYSLER CREDIT CORPORATION

TRADEMARK  
REEL: 1744 FRAME: 0028



STATE OF CALIFORNIA  
 FRANCHISE TAX BOARD  
 PO BOX 1468  
 SACRAMENTO CA 95812-1468

**TAX CLEARANCE  
 CERTIFICATE**

July 2, 1997

EXPIRATION DATE: October 15, 1997

WILLIAM S GREGORY  
 COURT PLAZA BLDG  
 901 H STREET  
 SUITE 400  
 SACRAMENTO CA 95814



ISSUED TO: FRACTAL DESIGN CORPORATION  
 Entity ID 1684463

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

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By the Expiration Date noted above this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen  
 Special Audit Unit  
 Corporation Audit Section  
 Telephone (916) 845-4124

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