

RECORDATION COVER SHEET

08-07-1998



100789863

MEO 7-29-98

Tab settings To the Honorable Commissioner

The attached original documents or copy thereof.

1. Name of conveying party (ies):

Rational

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

Additional name(s) of conveying party(ies) attached? Yes No

Name and address of receiving party(ies):

Name: Rational Software Corporation

Internal Address:

Street Address: 18880 Homestead Road

City: Cupertino State: CA ZIP: 95014

- Individual(s) citizenship: Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignment is not domiciled in the United States, a domestic representative designation is attached: Yes No Additional name(s) and addresses attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: September 29, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,868,129 1,887,844 1,898,020 1,563,906 1,363,343 1,321,875 1,298,514

Additional numbers attached? Yes No

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

Name: Diane E. Turriff

Internal Address: Wilson Sonsini Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of application and registrations involved: 7

7. Total fee (37 CFR 3.41) \$190.00

Enclosed

Authorized to be charged to deposit account

If insufficient funds charge to:

8. Deposit account number:

23-2415 Attn: 01832-900

(Attach duplicate copy of this page if paying by deposit account.)

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.

Diane E. Turriff

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK REEL: 1765 FRAME: 032

Vertical stamp with date and numbers: 08/07/1998 T10011 100789863 1088123

Mark: SODA
Registration No.: 1,887,844
Original Registrant: Rational (CA corporation) (now Rational Software Corporation (DE corporation))
Registration Date: April 4, 1995
Attorney Docket No.: 01832-TM1021

Mark: RATIONAL
Registration No.: 1,298,514
Original Registrant: Rational (CA corporation) (now Rational Software Corporation (DE corporation))
Registration Date: October 2, 1984
Attorney Docket No.: 01832-TM1053

Mark: RATIONAL
Registration No.: 1,321,875
Original Registrant: Rational (CA corporation) (now Rational Software Corporation (DE corporation))
Registration Date: February 26, 1985
Attorney Docket No.: 01832-TM1055

Mark: RATIONAL
Registration No.: 1,363,343
Original Registrant: Rational (CA corporation) (now Rational Software Corporation (DE corporation))
Registration Date: October 1, 1985
Attorney Docket No.: 01832-TM1058

Mark: RATIONAL
Registration No.: 1,563,906
Original Registrant: Rational (CA corporation) (now Rational Software Corporation (DE corporation))
Registration Date: October 31, 1989
Attorney Docket No.: 01832-TM1064

Dear Commissioner:

Enclosed for filing is a copy of Certificate of Merger merging Meridian Software Systems, Inc., a California corporation, and Rational, a California corporation, with and into Rational Software, a Delaware corporation. The surviving entity is Rational Software Corporation, a Delaware corporation. Also enclosed is an executed Recordation Form Cover Sheet for the registrations listed above.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MERIDIAN SOFTWARE SYSTEMS, INC.", A CALIFORNIA CORPORATION,

"RATIONAL", A CALIFORNIA CORPORATION,

WITH AND INTO "RATIONAL SOFTWARE CORPORATION" UNDER THE NAME OF "RATIONAL SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1995, AT 1:35 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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960006024

AUTHENTICATION:

7781821

DATE:

TRADEMARK-09-96

REEL: 1765 FRAME: 0334

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MERIDIAN SOFTWARE SYSTEMS, INC. and RATIONAL
(both California corporations)

WITH AND INTO

RATIONAL SOFTWARE CORPORATION
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Rational Software Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company") does hereby certify as follows:

- 1. that the Company owns all the capital stock of Meridian Software Systems, Inc. and Rational, both California corporations (together, the "Subsidiaries"); and
- 2. that the Company determined to and did merge the Subsidiaries into itself, effective as of 11:59 p.m. on September 30, 1995, by the following resolutions of its board of directors, duly adopted on September 27, 1995 by unanimous written consent:

WHEREAS the Company lawfully owns all the capital stock of Meridian Software Systems, Inc. and Rational, both California corporations (together, the "Subsidiaries"); and

WHEREAS the Company desires to merge the Subsidiaries into itself and to acquire all the assets and assume all the liabilities of the Subsidiaries.

NOW, THEREFORE, BE IT RESOLVED: that, effective as of 11:59 p.m. on September 30, 1995, the Company shall merge the Subsidiaries into itself and acquire all their assets and assume all of their liabilities and obligations; and

RESOLVED FURTHER: that the President and the Secretary of the Company are hereby authorized and directed to make, execute, and acknowledge a certificate of ownership setting forth (i) a copy of these resolutions to merge the Subsidiaries into the Company and assume their liabilities and obligations, and (ii) the date of adoption of such resolutions, and to file such certificate of ownership in the office of the Delaware Secretary of State, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER: that the officers of the Company are hereby authorized and directed to do all acts and things whatsoever, whether within or without Delaware or California, which they may deem necessary or appropriate to effect such merger.

Under penalty of perjury, this signature constitutes the acknowledgment that this instrument is the act and deed of the Company, and that the facts stated herein are true.

BY:



Paul D. Levy, president

ATTEST:



Ralph E. Alexander, secretary