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Tab settings

To the Honorable Commissioner of Patents and

100790207

original documents or copy thereof.

1. Name of conveying party (ies):
SQA, Inc.

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

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

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

Name: SQA Holdings, Inc.
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
(Designations must be a separate document from assignment)
Additional name(s) and addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 26, 1997

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

2,110,083
2,110,084

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

Name: Diane E. Turriff
Internal Address: Wilson Sonsini Goodrich & Fosati

Street Address: 650 Page Mill Road

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

6. Total number of application and registrations involved: 2

7. Total fee (37 CFR 3.41) \$65.00
 Enclosed
 Authorized to be charged to deposit account

If insufficient funds charge to:

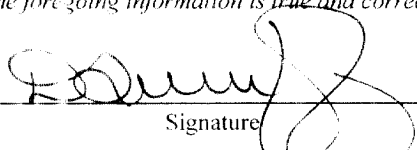
8. Deposit account number: 23-2415 Attn: 01832-900 65E
(Attach duplicate copy of this page if paying by deposit account.)

08/10/1998 DNGUYEN 00000082 2110083

01 F:481 40.00 BP
02 F:482 25.00 BP

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  8-30-Sep-98
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

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

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREHL, 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:

"SUNSHINE ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "SQA, INC." UNDER THE NAME OF "SQA HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1997, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Frehl

Edward J. Frehl, Secretary of State

2224097 8100M
971064322

AUTHENTICATION: 8349113
DATE: 02-26-97

TRADEMARK
REEL: 1766 FRAME: 0306

CERTIFICATE OF MERGER
MERGING
SUNSHINE ACQUISITION CORP.
WITH AND INTO
SQA, INC.

Pursuant to Section 251 of the General Corporation Law of
the State of Delaware

Sunshine Acquisition Corp., a Delaware corporation ("Merger Sub"), and SQA, Inc., a Delaware corporation ("Target"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That Merger Sub was incorporated on November 8, 1996, pursuant to the Delaware General Corporation Law (the "Delaware Law"), and that Target was incorporated on March 8, 1990 under the name "Software Quality Automation, Inc.," and subsequently amended its corporate name to "SQA, Inc.," pursuant to the Delaware Law.

SECOND: That an Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of November 12, 1996, among Rational Software Corporation, a Delaware corporation, Merger Sub and Target, setting forth the terms and conditions of the merger of Merger Sub with and into Target (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251(c) of the Delaware Law.

THIRD: That the name of the surviving corporation (the "Surviving Corporation") shall be SQA Holdings, Inc., a Delaware corporation.

FOURTH: That pursuant to the Merger Agreement, the Restated Certificate of Incorporation of Target immediately prior to the Merger will be the Certificate of Incorporation of the Surviving Corporation without amendment.

FIFTH: That an executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

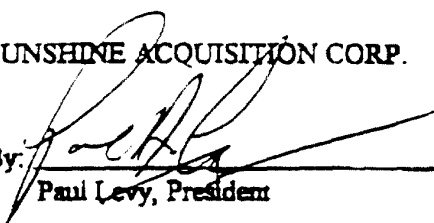
Rational Software Corporation
2800 San Tomas Expressway
Santa Clara, CA 95051

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.


SEVENTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, each of Merger Sub and Target has caused this Certificate of Merger to be executed in its corporate name this 26th day of February, 1997.

SUNSHINE ACQUISITION CORP.

By: 
Paul Levy, President

ATTEST:



Robert T. Bond, Secretary

SQA, INC.

By: _____
Ronald H. Nordin, President and Chief
Executive Officer

ATTEST:

William J. Schnoor, Jr., Secretary

Rational Software Corporation
2800 San Tomas Expressway
Santa Clara, CA 95051

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

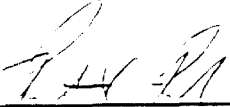
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By: _____
Paul Levy, President

ATTEST:



Robert T. Bond, Secretary

SQA, INC.

By: _____
Ronald H. Nordin, President and Chief
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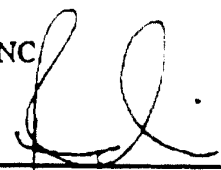
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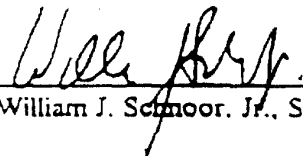
ATTEST:

Robert T. Bond, Secretary

SQA, INC
By: 

Ronald H. Nordin, President and Chief Executive Officer

ATTEST:



William J. Schmoor, Jr., Secretary

.ODMA:PCDOCSSQL2281271G

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TRADEMARK

RECORDED: 08/03/1998

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