

Doc # 20131

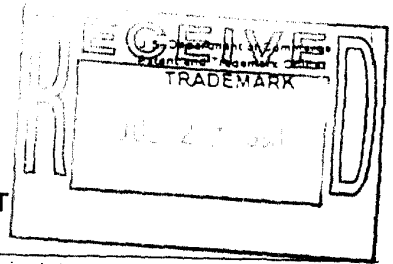
FORM PTO-1618A
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- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other German stock transformation with change

Conveying Party

Mark if additional names of conveying parties attached

Name FAST Software Security Aktiengesellschaft Execution Date
Month Day Year 07 30 96

- Formerly _____
- Individual General Partnership Limited Partnership Corporation Association
 - Other _____
 - Citizenship/State of Incorporation/Organization German corporation

Receiving Party

Mark if additional names of receiving parties attached

Name FAST Software Security GmbH & Co. KG

DBA/AKA/TA _____

Composed of _____

Address (line 1) Gabriele-Munter-Strasse 1

Address (line 2) D-82110-Germering GERMANY

Address (line 3) _____

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization German corporation

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Name

Address (line 1)

Address (line 2)

Address (line 3)

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,704,117"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Christine D. Galbraith

Name of Person Signing

Christine D. Galbraith 7/27/98

Signature

Date Signed

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I hereby certify that this paper or fee is being deposited with the United States Postal Service Express Mail Post Office to Address service under 37 CFR 1-10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2800 Crystal Drive, Arlington, VA 22202-4303.

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Certified Translation - Page 1 of 7

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Doc. No. 740/1996

Dated July 4, 1996

**Minutes
of an Extraordinary Stockholders' Meeting
of FAST Software Security Aktiengesellschaft
with registered offices in Munich**

Today, the 4th of July
nineteen hundred and ninety-six
- July 4, 1996 -

I

Dr. Oliver Vossius
Notary Public in Munich

with premises at Theatinerstrasse 44/III, 80333 Munich, participated in the Extraordinary
Stockholders' Meeting of

**FAST Software Security Aktiengesellschaft
with registered offices in Munich
(hereinafter referred to as the Company)**

convened hereunder.

I recorded the proceedings of this Stockholders' Meeting with the following:

Certified Translation - Page 2 of 7

Minutes

I.

Present at the Stockholders' Meeting were:

1. Supervisory Board members: None,
2. Mr. Bernhard Eschlwech, from the Company's Executive Board,
3. Stockholder representatives listed in the attached participant register.

II.

Mr. Hans-Jochen Wolf opened the Meeting at 3:08 p.m. and took the chair with the consent of all the stockholder representatives in accordance with Article 8 Para. (1) of the Articles of Incorporation.

He declared that according to the register signed by him prior to the first vote the stockholder representatives present represent the entire capital stock of the Company in the amount of DM 1,909,900.00 and therefore the meeting qualifies as a

Plenary Meeting.

To the extent that any time-limit requisites or formalities required by law or by the Articles of Incorporation concerning the convention of the Stockholders' Meeting and the announcement of the agenda have not been observed, all the stockholders explicitly waive compliance thereto, and in particular they shall waive the filing and mailing of a transformation report in accordance with Articles 192, 230 UmwG (Law Regulating

Certified Translation - Page 3 of 7

Transformation of Companies), the reading thereof at the Stockholders' Meeting pursuant to Article 232 I UmwG as well as the verbal explanation of the draft of the resolution authorizing transformation by the Executive Board according to Article 232 II UmwG.

The participant register signed by the Chairman with the contents prescribed by Article 129 AktG (Corporation Law) was open for inspection throughout the entire meeting.

The participant register is attached to these minutes as

Annex 1.

The Chairman stipulated the voting procedure in that votes shall be cast by acclamation (viva voce).

The agenda was submitted at the Meeting. The proceedings were as follows:

Resolution on the Transformation of the Company into a Limited Commercial Partnership

On behalf of the Executive Board and the Supervisory Board, the Chairman proposed passing the following resolutions:

1. FAST Software Security Aktiengesellschaft, with registered offices in Munich (legal entity changing structure) shall be transformed into a limited commercial partnership (legal entity with a new legal structure) in accordance with Articles 190 ff. UmwG.
2. The company of the legal entity with a new legal structure shall be called:

FAST Software Security GmbH & Co. KG

Certified Translation - Page 4 of 7

3. The registered offices of the legal entity with a new legal structure shall be relocated to Germering in the administrative district of Fürstfeldbruck.
4. The object of the legal entity's company with a new legal structure shall be:

The object of the Company is the development, manufacture and sale of software security systems, in particular software copy protection devices of all kinds.
5. Shareholders of the legal entity with a new legal structure shall be the stockholders of the legal entity changing structure, and they are
 - a) W & O Neunzehnte Vermögensverwaltungsgesellschaft mbH with registered offices in Munich (in future: FAST Software Security Verwaltungs GmbH with registered offices in Germering) as a personally liable shareholder with a capital share of DM 5.00.
 - b) Aladdin Knowledge Systems (Deutschland) GmbH as a limited partner with a capital share of DM 1,909,895.00. This capital share is to be entered in the Commercial Register as the limited partner's liability amount.
6. Measures pursuant to Article 194 (1) No. 5 to 7 UmwG have not been taken. In particular, the transformation shall have no consequences for the employees of the legal entity changing structure or its representatives.
7. The transformation shall occur based on the annual financial statement of the legal entity changing structure as per December 31, 1995. This statement is the balance of transfer payments according to Article 14 UmwStG (Tax law governing transformation of companies). The relevant date for the transformation is December 31, 1995, midnight.

The read proposal was voted for by acclamation with 381,980 votes and no dissenting votes or abstentions.

Certified Translation - Page 5 of 7

The Chairman declared the contents and the results of the voting and announced them to the Meeting.

The Chairman closed the Meeting at 3:11 p.m.

III.

Consent, Waiver of Action

All stockholders, as listed in Annex I of this document, have voted for the transformation resolved above. Herewith, all stockholders explicitly grant all legally required forms of consent for transformation, in particular consent pursuant to Article 193 II, 233 II UmwG, and waive the right to commencement of action pursuant to Article 195 UmwG.

IV.

A certified copy of these minutes shall be given to:

- the Company (3),
- the Registry Court,
- the tax office responsible acc. to Article 54 EStDV (Implementation Regulations governing income tax)
- Attorneys at Law Dissmann & Partner in Munich

Hereof the Minutes

[Personal Signature]

Dr. Oliver Vossius

Notary Public [Seal of the Notary Public]

Certified Translation - Page 6 of 7

Register

of the stockholders represented in the
Stockholders' Meeting of FAST Software Security AG with registered offices in Munich
held on July 4, 1997

Seq. No.	Name and address or registered office of stockholder	No. of stocks	No. of votes	Overall nominal value of stocks (in German marks)	Represented by
01	W & O Neunzehnte Vermögensverwaltungs GmbH, Munich	1	1	5,00	Hans-Jochen Wolf, Munich
02	Aladdin Knowledge Systems (Deutschland) GmbH, Germering	381,979	381,979	1,909,895.00	Dr. Armin Herget, Munich
		381,980	381,980	1,909,900.00	

Munich, July 4, 1996

[Personal signature]
Hans-Jochen Wolf

Certified Translation - Page 7 of 7

This copy is a true rendering of the original document submitted to me today.

Munich, July 5, 1996

[Personal Signature]

Dr. Vossius
Notary Public

In my capacity as a public translator for the English language, duly commissioned and sworn by the President of the Regional Court I of Munich (Landgericht München I), I hereby certify that the foregoing is a true and complete translation of the photocopy of the document in the German language submitted to me.

Munich, Federal Republic of Germany - July 15, 1998

Christiane Brockschmidt
Sworn Translator

