

08-12-1998

Tab settings



To the Honorable Commissioner of Patents and Trademarks

100791910

Original documents or copy thereof.

1. Name of conveying party (ies): Haystack Laboratories, 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: Trusted Information Systems, Inc.
Internal Address:
Street Address: 3060 Washington Road, Route 97
City: Glenwood State: MD ZIP: 21738
Individual(s) citizenship:
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: October 16, 1997

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

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
75/135354
Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John L. Slafsky
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: 1

7. Total fee (37 CFR 3.41) \$40.00
Enclosed
Authorized to be charged to deposit account

If insufficient funds charge to:
8. Deposit account number:
23-2415 Attn: 18974-TM1083
(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.
John L. Slafsky
Name of Person Signing Signature Date

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

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

Vertical stamp: 06/06/1998 JAMES 00000127 75135354 4000 00

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 MERGER, WHICH MERGES:

"TRUSTED ACQUISITIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "HAYSTACK LABORATORIES, INC." UNDER THE NAME OF "HAYSTACK LABORATORIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF OCTOBER, A.D. 1997, AT 5 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2606842 8100M

981293424

AUTHENTICATION:

DATE: 9221263

TRADEMARK 07-28-98

REEL: 1767 FRAME: 0035

**CERTIFICATE OF MERGER
MERCING
TRUSTED ACQUISITIONS, INC. (A DELAWARE CORPORATION)
INTO
HAYSTACK LABORATORIES, INC. (A DELAWARE CORPORATION)**

**Pursuant to Section 251(c) of the
General Corporation Law of the State of Delaware**

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That Trusted Acquisitions, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Merging Corporation") and Haystack Laboratories, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Surviving Corporation"), agree that the Merging Corporation shall be merged with and into the Surviving Corporation.

SECOND: That the terms and conditions of the merger (the "Merger") and the mode of carrying the same into effect are as set forth in that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 3, 1997, which was approved, adopted, certified, executed and acknowledged by both the Merging Corporation and the Surviving Corporation in accordance with, and pursuant to, the provisions of Section 251(c) of the State of Delaware General Corporation Law.

THIRD: That the Surviving Corporation shall be "Haystack Laboratories, Inc."

FOURTH: That the executed Merger Agreement is on file at the Surviving Corporation's office at 3060 Washington Road, Route 97, Glenwood, Maryland 21738.

FIFTH: That the Amended and Restated Certificate of Incorporation of Haystack Laboratories, Inc. shall be amended to the Third Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and at no cost, to any stockholder of the Merging Corporation or the Surviving Corporation.

IN WITNESS WHEREOF, Haystack Laboratories, Inc., a Delaware corporation, the Surviving Corporation to the Merger, has caused this Certificate of Merger to be signed in its corporate name and on its behalf by its president and attested by the corporate secretary all as of the 16 day of October, 1997.

ATTEST:

HAYSTACK LABORATORIES, INC.,
A DELAWARE CORPORATION (THE SURVIVING
CORPORATION)

By: 
Ron Kaiser, Secretary

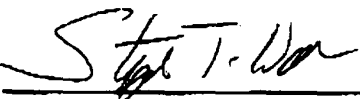
By: 
Stephen T. Walker, President

Exhibit A
HAYSTACK LABORATORIES, INC.

RESTATED CERTIFICATE OF INCORPORATION

FIRST. Name. The name of the corporation is Haystack Laboratories, Inc.

SECOND. Registered Office and Agent. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. Purpose. The purposes for which the corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, and to possess and exercise all of the powers and privileges granted by such law and other law of Delaware.

FOURTH. Authorized Capital. The total number of shares of common stock which the corporation shall have authority to issue is ONE HUNDRED (100), and the par value of each of such shares is ONE CENT (\$.01) amounting in the aggregate to ONE DOLLAR (\$1.00).

FIFTH. Term. The corporation is to have perpetual existence.

SIXTH. Bylaws. The bylaws of the corporation may be altered, amended or repealed by the vote of a majority of all of the directors or by the vote of holders of a majority of the stock entitled to vote.

SEVENTH. Limitation on Liability. No director of the corporation shall be personally liable to the corporation or to any stockholder of the corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation of its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

If the General Corporation Law of Delaware or any other statute of the State of Delaware hereafter is amended to authorize the further elimination or limitation of the liability of directors of the corporation, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the statutes of the State of Delaware, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of a director provided by the foregoing provisions of this Seventh Article.

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23892-20

TRADEMARK
REEL: 1767 FRAME: 0038

Any repeal of or amendment to this Seventh Article shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or amendment.

EIGHTH. Election of Directors. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

NINTH. Meetings of Stockholders. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws of the corporation may provide.

TENTH. Corporate Records. The books of the corporation may be kept (subject to any provision contained in applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

ELEVENTH. Right to Amend. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation and in any certificate amendatory hereof, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders or others hereunder or thereunder are granted subject to this reservation.

TWELFTH. Indemnification. The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the corporation, or is or was serving, or has agreed to serve, at the request of the corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

Indemnification may include payment by the corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this TWELFTH Article, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

The corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the board of directors of the corporation.

The indemnification rights provided in this TWELFTH Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The corporation may, to the extent authorized from time to time by its board of directors, grant indemnification rights to other employees or agents of the corporation or other persons serving the corporation and such rights may be equivalent to, or greater or less than, those set forth in this TWELFTH Article.

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CONFORMED SUBMISSION TYPE: 8-K
PUBLIC DOCUMENT COUNT: 3
CONFORMED PERIOD OF REPORT: 19971016
ITEM INFORMATION:
FILED AS OF DATE: 19971027
SROS: NASD

FILER:

COMPANY DATA:
COMPANY CONFORMED NAME: TRUSTED INFORMATION SYSTEMS
CENTRAL INDEX KEY: 0001013355
STANDARD INDUSTRIAL CLASSIFICATION: SERVICES-PREPACKAGED SOFTWARE
IRS NUMBER: 521281786
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: 8-K
SEC ACT:
SEC FILE NUMBER: 000-21067
FILM NUMBER: 97700783

BUSINESS ADDRESS:
STREET 1: 3060 WASHINGTON ROAD
CITY: GLENWOOD
STATE: MD
ZIP: 21738
BUSINESS PHONE: 3018546889

MAIL ADDRESS:
STREET 1: 3060 WASHINGTON ROAD
CITY: GLENWOOD
STATE: MD
ZIP: 21738

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

<PAGE>

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired. The financial statements of Haystack will be provided within sixty (60) days on Form 8-A.

(b) Pro Forma Financial Information. Pro forma financial information will be provided within sixty (60) days on Form 8-A.

(c) Exhibits.

Exhibit No.	Description
2	Agreement and Plan of Merger among Trusted Information Systems, Inc., Trusted Acquisitions, Inc. and Haystack Laboratories, Inc., dated as of October 3, 1997.
99	Press Release of Trusted Information Systems, Inc., dated October 3, 1997.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: October 24, 1997

TRUSTED INFORMATION SYSTEMS, INC.

By: /s/ Stephen T. Walker
Stephen T. Walker
President and Chief Executive Officer

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TRUSTED INFORMATION SYSTEMS, INC.

FORM 8-K

EXHIBIT INDEX

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<TYPE>EX-2

<SEQUENCE>2

<DESCRIPTION>MERGER AGREEMENT WITH HAYSTACK LABORATORIES, INC.

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Exhibit 2

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), entered into as of October 3, 1997 by and among TRUSTED INFORMATION SYSTEMS, INC., a Delaware corporation (the "Buyer"), TRUSTED ACQUISITIONS, INC., a Delaware corporation and a wholly-owned subsidiary of the Buyer (the "Merger Sub"), and HAYSTACK LABORATORIES, INC., a Delaware corporation (the "Company"). The Buyer, the Merger Sub and the Company are referred to collectively herein as the "Parties."

This Agreement contemplates a merger of the Merger Sub into the Company in a transaction that will qualify as a non taxable transaction under Section 368 of the Code (as defined below). In such merger, the stockholders of the Company will receive capital stock of the Buyer in exchange for their capital stock of the Company.

NOW, THEREFORE, in consideration of the representations, warranties, agreements and covenants herein contained, the Parties agree as follows.

ARTICLE I
THE MERGER

1.1.....The Merger. Upon and subject to the terms and conditions of this Agreement, the Merger Sub shall merge with and into the Company (with such merger referred to herein as the "Merger") at the Effective Time (as defined below). From and after the Effective Time, the separate corporate existence of the Merger Sub shall cease and the Company shall continue as the surviving corporation in the Merger (the "Surviving Corporation"). The "Effective Time" shall be the time at which the Company and the Merger Sub file the agreement of merger and certificate of merger prepared and executed in accordance with the relevant provisions of the Delaware General Corporation Law ("DGCL"), with the Secretary of State of the State of Delaware (the "Certificate of Merger"). The Merger shall have the effects specified in this Agreement and in Section 259 of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Company and Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Company and Merger Sub