

12-02-1998



100912317

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRD 11/20/98

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ALTium, 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: International Business Machines Corporation
Internal Address: _____

Street Address: North Castle Drive

City: Armonk State: NY Zip: 10504

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- 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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: December 29, 1995

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,668,390 1,363,094 1,373,142

Additional numbers attached? Yes No

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

Name: Alexander Tognino, Esq

International Business Machines Corporation

Address: North Castle Drive

City: Armonk State: NY Zip: 10504

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: DA 090474

(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.

Jennifer D. Goff
Name of Person Signing

Jennifer D. Goff
Signature

11/18/98
Date

Total number of pages comprising cover sheet: 1

TRADEMARK

REEL: 1821 FRAME: 0465

**Resolution of the Sole Director
to Adopt a Plan of Liquidation and to
Effect the Dissolution of
Altium Incorporated**

The undersigned, constituting the sole director of Altium Incorporated, a Delaware corporation (the "Corporation"), hereby resolves as follows:

WHEREAS, the Corporation no longer conducts business; and

WHEREAS, the sole director deems it advisable to adopt the attached Plan of Liquidation of the Corporation (the "Plan") and to otherwise effect the dissolution of the Corporation now;

NOW, THEREFORE, BE IT

RESOLVED, that the Corporation submit to its sole shareholder for approval the attached Plan and the director's recommendation that the Corporation be dissolved; and

RESOLVED, that the undersigned director be authorized and directed, in the name and on behalf of the Corporation, to execute and deliver any and all certificates, authorizations, documents, and other instruments or papers and do any and all further things that may be necessary or advisable to wind up and dissolve the Corporation.

Date: December 1, 1995

By: Lutz F. Hahne

Lutz F. Hahne

PLAN OF LIQUIDATION OF ALTUM INCORPORATED

This Plan of Liquidation ("Plan") is for the purpose of effecting the complete liquidation of Altium Incorporated (the "Corporation"), a Delaware corporation, in accordance with the laws of Delaware and the requirements of the Internal Revenue Code.

1. Winding Up of Corporation's Affairs. The officers of the Corporation shall take all steps necessary to wind up the Corporation's affairs including collecting all of the Corporation's assets and paying (or providing for the payment) of all the Corporation's liabilities.

2. Liquidation. As soon as practicable after the adoption of the Plan by the Corporation's 100% shareholder, International Business Machines Corporation ("IBM"), the board of directors of the Corporation shall fix a period no later than December 31, 1995 within which the Corporation's remaining property shall be transferred to IBM in complete liquidation and in complete cancellation of all of the Corporation's issued and outstanding stock.

3. Transfer of Property. During the period of liquidation, the Corporation shall transfer and assign all of the remaining assets (subject to any unpaid liabilities secured by any asset) of the Corporation to IBM. These transfers must be made as soon as practicable, and not later than December 31, 1995.

4. Business Activities. After the transfers referred to in paragraph 3 are made, the Corporation shall not engage in any business activities. The officers and directors then in office shall continue in office solely to wind up the Corporation's business and affairs. No action shall be taken that is inconsistent with the status of liquidation and that status shall continue until the date the Corporation is dissolved.

5. Dissolution. As soon as practicable the Corporation's officers shall take all steps necessary and appropriate to dissolve the Corporation under the provisions of the Delaware General Corporation Law.

6. Returns, Certificates, and Delaware Law Requirements. The Corporation's officers shall cause to be executed and filed all tax returns, certificates and forms required of the Corporation under the laws of Delaware. In addition, the Corporation's officers shall cause to be executed and filed Form 966 and all other tax returns, certificates, documents and information returns required to be filed with the Internal Revenue Service due to the liquidation of the Corporation.

7. Authority of Officers and Directors. The directors and officers of the Corporation shall have authority to carry out and consummate this Plan, including authority:

(a) to do, on behalf of the Corporation, all acts required to be done by the Corporation under this Plan;

(b) to adopt all resolutions, execute all documents, file all papers, and take all other action deemed necessary or appropriate to effect the dissolution of the Corporation and the complete liquidation of its business, assets, and affairs. Nothing contained in this paragraph 7, however, shall be construed to permit the directors to take any action that is inconsistent with the requirements of Section 332 of the Internal Revenue Code.

TRANSFER AND ASSIGNMENT OF PROPERTY

Altium, Inc., a Delaware corporation (the Corporation) hereby transfers, conveys and assigns all remaining assets of the Corporation (subject to any unpaid liabilities secured by an asset), effective as of December 29, 1995, to its sole shareholder, International Business Machines Corporation, pursuant to the "Resolution of the Sole Director to Adopt a Plan of Liquidation and to Effect the Dissolution of Altium Incorporated" dated December 1, 1995 and the "Action by Written Consent of the Sole Shareholder of Altium Incorporated" dated December 8, 1995.

IN WITNESS WHEREOF, said Altium, Inc. has caused this document to be signed by Michael J. Cammarota, its Secretary.

BY:



Michael J. Cammarota
Secretary

CERTIFICATE OF DISSOLUTION

OF

ALTium, INC.

Altium, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That dissolution was authorized on December 8, 1995.

SECOND: That dissolution has been authorized by the board of directors of the corporation and that in lieu of a meeting and vote of the stockholders, the stockholders have given their unanimous written consent to the dissolution in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the dissolution was duly authorized in accordance with the provisions of Section 275 of the General Corporation Law of the State of Delaware.

FOURTH: That the names and addresses of the directors and officers of Altium, Inc. are as follows:

DIRECTORS

NAMES

ADDRESSES

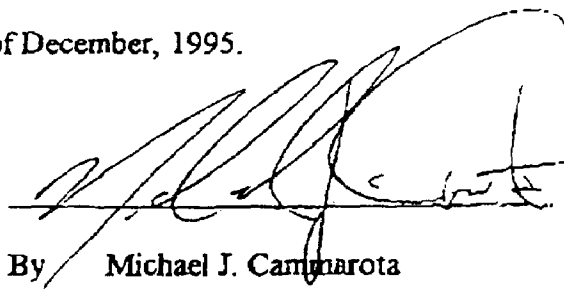
Lutz F. Hahne

8501 IBM Drive, Charlotte, NC 28262-8563

OFFICERS

<u>NAMES</u>	<u>OFFICE</u>	<u>ADDRESSES</u>
James R. Steiger, Jr.	President	8501 IBM Drive, Charlotte, NC 28262-8563
Thomas M. Krywe	V. President	8501 IBM Drive, Charlotte, NC 28262-8563
Michael J. Cammarota	Secretary	8501 IBM Drive, Charlotte, NC 28262-8563

IN WITNESS WHEREOF, said Altium, Inc. has caused this certificate to be signed by
Michael J. Cammarota, its Secretary, this 29th day of December, 1995.


By Michael J. Cammarota
Secretary