

03-17-1999



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3-11-99

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  
Effective Date  
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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.)

03/16/1999 DMGUYEN 00000092 2213605

FOR OFFICE USE ONLY

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

TRADEMARK  
REEL: 1868 FRAME: 0439

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**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="2,213,605"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**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.

Matthew Wayman



3/3/99

Name of Person Signing

Signature

Date Signed

UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS OF  
EAGLE DESIGN AUTOMATION, INC.

The undersigned, constituting all the members of the Board of Directors of Eagle Design Automation, Inc., an Oregon corporation (the "Company"), hereby unanimously agree to take the following actions and adopt the following resolutions in lieu of a special meeting:

Sale of Company to Viewlogic Systems, Inc.

WHEREAS, the Board of Directors believes it is in the best interests of the Company and its shareholders that the Company be sold to Viewlogic Systems, Inc. ("Viewlogic") in a stock for cash transaction.

RESOLVED, that the Stock Purchase Agreement attached hereto as Exhibit A which describes the terms and conditions of the sale of all outstanding shares of the Company's capital stock to Viewlogic be and hereby is approved.

FURTHER RESOLVED, that the President of the Company be and hereby is authorized and directed to execute, deliver and perform, on behalf of the Company, the Stock Purchase Agreement, and all exhibits and schedules thereto and such other documents, agreements and governmental filings as are necessary to consummate the sale of the Company to Viewlogic as contemplated by the Stock Purchase Agreement, with such changes to the Stock Purchase Agreement, and any other such documents necessary to consummate the transactions described in the Stock Purchase Agreement, as the President may deem necessary or desirable, and to take such other actions in connection with the sale of the Company as the President may deem necessary and desirable to accomplish the sale of the Company to Viewlogic.

FURTHER RESOLVED, that the President and Chief Financial Officer of the Company are hereby authorized and directed to solicit approval of the sale of the Company to Viewlogic, including the sale of all outstanding shares of the Company, by the shareholders of the Company.

Resignation of Directors and Amendment of Bylaws.

WHEREAS, in connection with the sale of the Company to Viewlogic, Viewlogic has requested that certain current members of the company's Board of Directors resign their positions and that the number of directors required pursuant to the Company's Bylaws be reduced to one.

- UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

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TRADEMARK  
REEL: 1868 FRAME: 0441

RESOLVED, that conditioned upon the sale of the Company to Viewlogic, each of the following persons hereby resigns as a director of the Company, effective immediately upon closing of the sale, and the Board hereby accepts their resignations:

Gordon B. Hoffman  
Stanley F. Alfeld  
Geoffery J. Bunza

FURTHER RESOLVED, that the second sentence of Article III, Section 3.2 of the Company's Bylaws relating to the number, election and qualification of directors be and hereby is amended to read as follows:

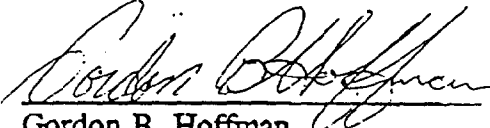
"Thereafter, the number of directors of the Corporation shall be one (1)."

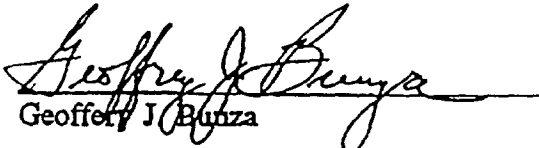
FURTHER RESOLVED, that conditioned upon the closing of the sale of the Company to Viewlogic, the Company's sole remaining director shall be Shiv Tasker, who shall serve until the next meeting of shareholders at which directors are elected.

3. Suspension of Contributions to Eagle 401(k) Plan.

RESOLVED, that conditioned upon the closing of the sale of the Company to Viewlogic, no further employer or employee contributions shall be made to the Company's 401(k) plan after February 18, 1997.

DATED AND EFFECTIVE this 18th day of February 1997.

  
Gordon B. Hoffman

  
Geoffery J. Bunza

\_\_\_\_\_  
Stanley F. Alfeld

  
Shiv Tasker

CERTIFICATE

*State of Oregon*

OFFICE OF THE SECRETARY OF STATE  
*Corporation Division*

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

EAGLE DESIGN AUTOMATION, INC.

was  
incorporated  
under the Oregon  
Business Corporation Act  
on  
September 28, 1994  
and is active on the records of the Corporation  
Division as of the date of this certificate.

In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.

PHIL KEISLING, Secretary of State



By Catherine K Staples  
Catherine K. Staples  
February 19, 1997