



101012988

To the Commissioner of Patents and Trademarks; Please record the attached original document or copy thereof.

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

Individuals Association
 General Partnership Limited Partnership
 Corporation—State of Delaware
 Other:

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

2. Name and address of receiving party(ies):
Cray Research, L.L.C.
655-A Lone Oak Drive
Eagan, Minnesota 55121

4/9/99

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: December 30, 1998

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation—State of
 Other: Limited Liability Company of Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or trademark number(s):
A. Trademark Application No.(s)
75/017277

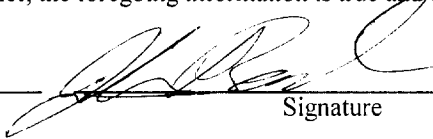
B. Trademark Reg. No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John L. Beard
Address: Merchant, Gould, Smith, Edell,
Welter & Schmidt, P.A.
3100 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 18
7. Total fee (37 CFR 3.41): \$465.00
 Enclosed
 Authorized to be charged to deposit account
8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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. Beard
Name of Person Signing  Signature 4/15/99 Date

04/14/1999 DNGUYEN 00000234 75017277
01 FC:481 40.00 OP
02 FC:482 425.00 OP

Total number of pages including cover sheet, attachments, and document: 5

Do not detach this portion

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Trademark Registration Numbers

2,149,629
1,978,484
1,921,698
1,910,704
1,874,529
1,852,899
1,848,142
1,802,587
1,746,251
1,644,996
1,622,950
1,524,333
1,455,094
1,417,328
1,404,893
1,307,788
1,273,387

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"CRAY RESEARCH, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CRAY RESEARCH, L.L.C." UNDER THE NAME OF "CRAY RESEARCH, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



2985964 8100M

991052701

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9569195

DATE: 02-10-99

TRADEMARK
REEL: 1886 FRAME: 0496

CERTIFICATE OF MERGER

MERGING

CRAY RESEARCH, INC.

WITH AND INTO

CRAY RESEARCH, L.L.C.

Cray Research, Inc., a Delaware corporation (the "**Corporation**"), and Cray Research, L.L.C., a Delaware limited liability company (the "**LLC**"), DO HEREBY CERTIFY AS FOLLOWS:

FIRST: That the Corporation was originally incorporated on April 6, 1972, pursuant to the General Corporation Law of the State of Delaware (the "**DGCL**"), and that the LLC was originally formed on December ~~27~~, 1998, pursuant to the Delaware Limited Liability Company Act (the "**LLC Act**").

SECOND: That an Agreement and Plan of Merger dated as of December ~~27~~, 1998 (the "**Merger Agreement**") between the Corporation and the LLC has been approved, adopted, certified, executed and acknowledged by each of the Corporation and the LLC in accordance with Section 264 of the DGCL and Section 18-209 of the LLC Act.

THIRD: That the name of the surviving entity of the merger (the "**Surviving LLC**") shall be Cray Research, L.L.C.

FOURTH: That the Certificate of Formation of Cray Research, L.L.C., which was filed on December ~~27~~, 1998, shall be the Certificate of Formation of the Surviving LLC. That the Limited Liability Company Agreement of the LLC dated as of December ~~27~~, 1998 (the "**LLC Agreement**") shall continue in effect as the limited liability company agreement of the Surviving LLC.

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

2011 N. Shoreline Boulevard
Mountain View, CA 94043-1389

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

SEVENTH: That this Certificate of Merger shall not become effective until 9:00 a.m. (Delaware time) on January 1, 1999.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be signed by William M. Kelly, its President, and attested by Robert W. Saltmarsh, its Vice President, and the LLC has caused this Certificate of Merger to be signed by William M. Kelly, Senior Vice President and Secretary of Silicon Graphics, Inc., which is the sole member of the LLC, and attested by Robert W. Saltmarsh, Vice President and Treasurer of Silicon Graphics, Inc., each as of this ~~27~~ day of December 1998.

CRAY RESEARCH, INC.

By: Wm Kelly
Name: William M. Kelly
Title: President

ATTEST:

Robert W. Saltmarsh
Name: Robert W. Saltmarsh
Title: Vice President

CRAY RESEARCH, L.L.C.

By: SILICON GRAPHICS, INC.

By: Wm Kelly
Name: William M. Kelly
Title: Senior Vice President and Secretary of Silicon Graphics, Inc., Sole Member

ATTEST:

Robert W. Saltmarsh
Name: Robert W. Saltmarsh
Title: Vice President and Treasurer of Silicon Graphics, Inc.

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