FORM PTC
(Rev. 6-93)
OMB No. 0

05-20-1999

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ᴐN FORM COVER SHEET   U.S. DEPARTMENT OF COMMERCE
                                        Patent and Trademark Office
ᴅEMARKS ONLY S.17.99

To the ʜᴏɴᴏʀᴀʙʟᴇ ᴄᴏᴍᴍ   101041979   .ademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party (ies):

Rational

☐ Individual(s)   ☐ Association
☐ General Partnership   ☐ Limited Partnership
☒ Corporation-State California
☐ Other _____

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

2. Name and address of receiving party(ies):

Name: Rational Software Corporation

Internal Address: _____

Street Address: 18880 Homestead Road

City: Cupertino   State: CA   ZIP: 95014

☐ Individual(s) citizenship: _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Delaware
☐ Other _____

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

3. Nature of conveyance:

☐ Assignment   ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: September 29, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,363,111

Additional numbers attached?   ☐ Yes   ☒ No

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

Name: John L. Slafsky

Internal Address: Wilson Sonsini Goodrich & Rosati

05/19/1999 JSHABAZZ 00000062 1363111

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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: 01832-TM1056

(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   5-11-99
Name of Person Signing   Signature   Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 001903 FRAME: 0659

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 OWNERSHIP, WHICH MERGES:

"MERIDIAN SOFTWARE SYSTEMS, INC.", A CALIFORNIA CORPORATION,

"RATIONAL", A CALIFORNIA CORPORATION,

WITH AND INTO "RATIONAL SOFTWARE CORPORATION" UNDER THE NAME OF "RATIONAL SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1995, AT 1:35 O'CLOCK P.M.

Edward J. Freel, Secretary of State

0941732   8100M

960006024

AUTHENTICATION: 7781821

DATE: 01-09-96

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MERIDIAN SOFTWARE SYSTEMS, INC. and RATIONAL
(both California corporations)

WITH AND INTO

RATIONAL SOFTWARE CORPORATION
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Rational Software Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company") does hereby certify as follows:

1.   that the Company owns all the capital stock of Meridian Software Systems, Inc. and Rational, both California corporations (together, the "Subsidiaries"); and

2.   that the Company determined to and did merge the Subsidiaries into itself, effective as of 11:59 p.m. on September 30, 1995, by the following resolutions of its board of directors, duly adopted on September 27, 1995 by unanimous written consent:

WHEREAS the Company lawfully owns all the capital stock of Meridian Software Systems, Inc. and Rational, both California corporations (together, the "Subsidiaries"); and
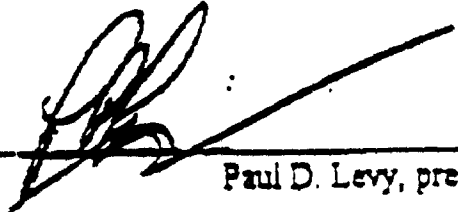
WHEREAS the Company desires to merge the Subsidiaries into itself and to acquire all the assets and assume all the liabilities of the Subsidiaries.

NOW, THEREFORE, BE IT RESOLVED: that, effective as of 11:59 p.m. on September 30, 1995, the Company shall merge the Subsidiaries into itself and acquire all their assets and assume all of their liabilities and obligations; and

RESOLVED FURTHER: that the President and the Secretary of the Company are hereby authorized and directed to make, execute, and acknowledge a certificate of ownership setting forth (i) a copy of these resolutions to merge the Subsidiaries into the Company and assume their liabilities and obligations, and (ii) the date of adoption of such resolutions, and to file such certificate of ownership in the office of the Delaware Secretary of State, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

RESOLVED FURTHER: that the officers of the Company are hereby authorized and directed to do all acts and things whatsoever, whether within or without Delaware or California, which they may deem necessary or appropriate to effect such merger.

Under penalty of perjury, this signature constitutes the acknowledgment that this instrument is the act and deed of the Company, and that the facts stated herein are true.

BY: _____
Paul D. Levy, president

ATTEST:

_____
Ralph E. Alexander, secretary

CSMA:PCDOCSSOL591784\1