

06-22-2000



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REGISTRATION 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 # _____

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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

Name Tera Computer Company Execution Date
Month Day Year 04032000

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Washington

Receiving Party

Mark if additional names of receiving parties attached

Name Cray, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 411 First Avenue South, Suite 600

Address (line 2) _____

Address (line 3) Seattle Washington 98104-2860
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Washington

06/21/2000 DNGUYEN 00000215 75391431

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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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)

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.

John C. Motley

Name of Person Signing

Signature

May 24, 2000

Date Signed

FILED
STATE OF WASHINGTON
APR 03 2000
RALPH MUNRO
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
TERA COMPUTER COMPANY**

Articles of Amendment to the Restated Articles of Incorporation of Tera Computer Company, a Washington corporation, are herein executed by said corporation, pursuant to the provisions of RCW 23B.01.200 and RCW 23B.10.060, as follows:

1. The name of the corporation is Tera Computer Company.
2. The amendment to the Restated Articles of Incorporation of this corporation deletes the language of Article I in its entirety and replaces such Article with the following language:

ARTICLE I

Name

The name of the Corporation is Cray Inc.

3. No exchange, reclassification or cancellation of issued shares shall be effected by this amendment.
4. The date of the adoption of said amendment by the Board of Directors of said corporation was February 22, 2000.
5. The amendment to the Restated Articles of Incorporation was duly approved by the Board of Directors in accordance with the provisions of RCW 23B.10.020, and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment in an official and authorized capacity under penalty of perjury this 3rd day of April, 2000.

TERA COMPUTER COMPANY

By: _____

Kenneth W. Johnson
Kenneth W. Johnson,
Its Vice President-Finance, Chief
Financial Officer and Secretary

U.S. POSTAL SERVICE EXPRESS MAIL LABEL NO. EL414491827US
DATE: MAY 24, 2000

RESOLUTIONS ADOPTED
AT THE
SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
TERA COMPUTER COMPANY

February 22, 2000

Corporate Name.

RESOLVED, that upon consummation of the Company's acquisition of the Cray Research business from Silicon Graphics, Inc., Article I of the Company's Restated Articles of Incorporation be amended to read as follows:

"The name of this Corporation is Cray Inc."

RESOLVED FURTHER, that the officers of the Company be, and each of them is, authorized and directed to prepare, execute and file in the name and on behalf of the Company all appropriate documents with the Secretary of State of the State of Washington, the Nasdaq National Market and all other local, state, federal and foreign authorities, regulatory agencies and other entities necessary or advisable in order to effect the foregoing resolutions.

*U.S. POSTAL SERVICE EXPRESS MAIL LABEL NO. EL414491827US
DATE: MAY 24, 2000*