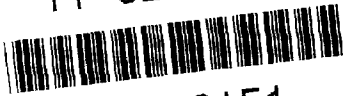


11-02-2000



101503151

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

10-16-00

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		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
		<input checked="" type="checkbox"/> Merger	Effective Date Month Day Year _____
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name Boole & Babbage, Inc. Execution Date 02 28 2000
 Formerly _____

Individual General Partnership Limited Partnership Corporation Association
 Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of receiving parties attached

Name BMC Software, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2101 CityWest Boulevard

Address (line 2) _____

Address (line 3) Houston TX 77402
 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 Delaware

11/01/2000 (AMVED) 00000217 2149236
01 FC:481
02 FC:482

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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)

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<input type="text" value="2349238"/>	<input type="text" value="1956320"/>	<input type="text" value="1999282"/>
<input type="text" value="1956312"/>	<input type="text" value="1975315"/>	<input type="text" value="1931991"/>
<input type="text" value="1769121"/>	<input type="text" value="1851040"/>	<input type="text" value="1119132"/>

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

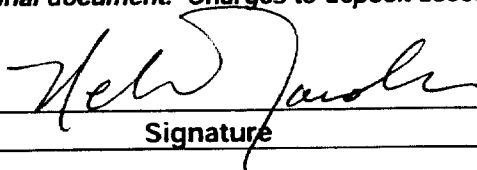
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Nels D. Jacobson
Name of Person Signing


Signature

10.9.00
Date Signed

**RECORDATION FORM COVER SHEET
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Patent and Trademark Office
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Conveying Party

Enter Additional 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

Enter Additional 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

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Trademark Application Number(s)

Registration Number(s)

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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:

"BOOLE & BABBAGE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BMC SOFTWARE, INC." UNDER THE NAME OF "BMC SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0714551

DATE: 10-03-00

2165371 8100M

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**CERTIFICATE OF OWNERSHIP
MERGING
BOOLE & BABBAGE, INC.
INTO
BMC SOFTWARE, INC.
[PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE]**

BMC Software, Inc., a corporation incorporated on the 29th day of June, 1988 pursuant to the provisions of the General Corporation Law of the State of Delaware does hereby certify that this corporation owns all the capital stock of Boole & Babbage, Inc., a corporation incorporated under the laws of the State of Delaware, and that this corporation, by a resolution of its board of directors duly adopted by unanimous written consent on the 23rd day of February, 2000, determined to and did merge into itself said Boole & Babbage, Inc. which resolution is in the following words to wit:

WHEREAS, this corporation lawfully owns all the outstanding stock of Boole & Babbage, Inc., a corporation organized and existing under the laws of Delaware; and

WHEREAS, this corporation desires to merge into itself the said Boole & Babbage, Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

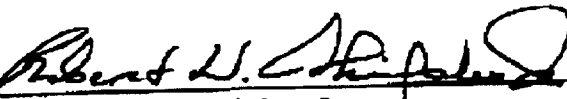
NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself, and it does hereby merge into itself said Boole & Babbage, Inc. and assumes all of its liabilities and obligations; and

FURTHER RESOLVED, that the president or a vice president, and the secretary or treasurer of this corporation be and they hereby are directed to make and execute, a certificate of ownership setting forth a copy of the resolution, to merge said Boole & Babbage, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be necessary or proper to effect the merger.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its authorized officer, the 28th day of February, 2000.

BMC SOFTWARE, INC.

By: 

Name: Robert H. Whilden, Jr.

Title: Senior Vice President

Houston.#6200.1

TOTAL P. 03

RECORDED: 10/16/2000

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