

FORM PTO-1618A
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04-23-2001

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

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4-10-01*



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**RECORDATION FORM COVER SHEET
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TO: The Commissioner For 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
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

75807641

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 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 attached. from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice.

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

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REEL: 002277 FRAME: 0458

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.)

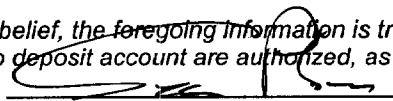
Deposit Account Number: #

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.

Sean Ploen
Name of Person Signing


Signature

April 10, 2001
Date Signed

State of Delaware

PAGE 1

Office of the Secretary of State

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 AMENDMENT OF "SYNCHRONICITY, INC. OF MASSACHUSETTS", CHANGING ITS NAME FROM "SYNCHRONICITY, INC. OF MASSACHUSETTS" TO "SYNCHRONICITY SOFTWARE, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2000, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

3024505 8100

001111792

AUTHENTICATION: 0297915

DATE: 03-06-00

TRADEMARK
REEL: 002277 FRAME: 0460

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Synchronicity, Inc. of Massachusetts (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify as follows:

FIRST: That the Board of Directors of the Corporation, at a meeting held on February 16, 2000, duly and validly adopted the following resolutions:

RESOLVED: That it is deemed advisable and in the best interests of the Corporation to amend Article First of its Certificate of Incorporation, as amended, to read in its entirety as set forth below:

FIRST. The name of the corporation is Synchronicity Software, Inc. (the "Corporation").

RESOLVED: That the proposal to amend the Certificate of Incorporation in order to effect the name change of the Corporation, as set forth in the foregoing resolutions, has been submitted to the Stockholders of the Corporation entitled to vote thereon for their approval in compliance with Sections 228 and 242 of the General Corporation Law of the State of Delaware (the "General Corporation Law").

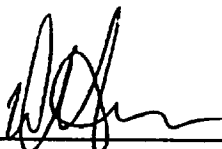
RESOLVED: That, upon stockholder approval, the Corporation be, and it hereby is, authorized and directed to amend its Certificate of Incorporation as set forth in the foregoing resolutions, and that the appropriate officers of the Corporation be and they hereby are authorized and directed to execute and deliver any and all documents or certificates deemed necessary to effectuate the proposed amendment outlined above, including a Certificate of Amendment to Certificate of Incorporation for filing with the Delaware Secretary of State, and any filings with governmental authorities to reflect the change of the Corporation's name.

SECOND: That the stockholders of the Corporation duly adopted such resolutions by written consent on or before March 6, 2000, in accordance with the provisions of Section 228 of the General Corporation Law.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law.

IN WITNESS WHEREOF, Synchronicity, Inc. of Massachusetts has caused this Certificate of Amendment to its Certificate of Incorporation to be executed by Dennis R. Harmon this 14 day of March, 2000.

SYNCHRONICITY, INC. OF MASSACHUSETTS

By: 
Dennis R. Harmon
Chief Executive Officer

TESTA, HURWITZ & THIBEAULT, LLP

ATTORNEYS AT LAW

OFFICE (617) 248-7000

125 HIGH STREET
BOSTON, MASSACHUSETTS 02110-2704

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April 10, 2001

Express Mail Mailing Label No. EL653443545US

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

RE: United States Trademark Application No.: 75/807,641
VERSIONSYNC in Class 9
Our Docket No. SNC-606 (7769/5)

Sir or Madam:

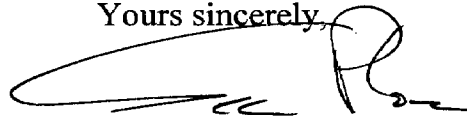
Enclosed please find two Cover Sheets and Assignments of Trademark relating to transfer of ownership of the above-referenced trademark application owned by Synchronicity, Inc. Also enclosed are two checks each in the amount of \$40 representing the filing fee for each Assignment. Any other payments should be deducted from our Deposit Account No. 20-0531. Two copies of this letter are enclosed for accounting purposes.

Please record the assignments in the following order:

1. Synchronicity, Inc. to Synchronicity, Inc. of Massachusetts
Effective Date: May 12, 1999
2. Synchronicity Inc. of Massachusetts to Synchronicity Software, Inc.
Effective Date: March 6, 2000

Please acknowledge receipt of these documents by date-stamping the enclosed postcard and returning it to the undersigned.

Yours sincerely,



Sean Ploen

Enclosures

cc: Deborah J. Peckham

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RECORDED: 04/10/2001

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