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05-29-2001

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Award Software International, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State (California corporation) Other

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

2. Name and address of receiving party(ies)

Name: Phoenix Technologies Ltd.

Internal

Address:

Street Address: 411 East Plumeria Drive

City: San Jose State: CA Zip: 95134

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware corporation

Other

If assignee 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) & address(es) attached? Yes No

05-17-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #01

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: August 2, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,120,555

Additional number(s) attached Yes No

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

Name: Kimberley G. Nobles

Internal Address:

Street Address: Irell & Manella LLP

840 Newport Center Drive, Suite 400

City: Newport Beach State: CA Zip: 92660

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

09-0946

(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.

Kimberley G. Nobles

Name of Person Signing

Signature

May 14, 2001

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 Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002303 FRAME: 0958

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 OWNERSHIP, WHICH MERGES:

"AWARD SOFTWARE INTERNATIONAL, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PHOENIX TECHNOLOGIES LTD." UNDER THE NAME OF "PHOENIX TECHNOLOGIES LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF AUGUST, A.D. 1999, AT 1:05 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2106032 8100M

991482202

AUTHENTICATION: 0089710

DATE: 11-18-99

TRADEMARK
REEL: 002303 FRAME: 0959

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING****AWARD SOFTWARE INTERNATIONAL, INC.**
a California Corporation

INTO

PHOENIX TECHNOLOGIES LTD.
a Delaware Corporation

Phoenix Technologies Ltd., a Delaware corporation (the "Company"), does hereby certify that (i) the Company was incorporated on the 31st day of October, 1986 pursuant to the General Corporation Law of the State of Delaware, (ii) the Company owns all the capital stock of Award Software International, Inc., a California corporation, and (iii) the Board of Directors, at a meeting held on April 13th, 1998, determined to and did merge into itself said Award Software International, Inc., which resolution is in the following words to wit:

WHEREAS, the Company lawfully owns all the outstanding stock of Award Software International, Inc., a California corporation (the "Subsidiary"), and

WHEREAS, the Company desires to merge into itself the Subsidiary and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED, that the Company merge into itself, and it does hereby merge into itself the Subsidiary and assumes all of its liabilities and obligations:

FURTHER RESOLVED, that the merger shall be effective as of August 15th, 1999;

FURTHER RESOLVED, that the President and Chief Executive Officer and the Secretary of the Company be and they hereby are directed to make and execute, under the corporate seal of the Company, a Certificate of Ownership and Merger setting forth a copy of the resolution, to merge the Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the officers of the Company 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 said merger.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its authorized officers, this 2nd day of August, 1999.



BY: [Signature]
RAVI NAIDU
Chief Executive Officer

BY: [Signature]
BARU CHI LUKURI
Secretary