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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

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 N
1,908,283

Additional number(s) attached Yes No

05-17-2001
U.S. Patent & TMO/TM Mail Rcpt Dt. #01

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 May 14, 2001
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 Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002303 FRAME: 0970

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.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2106032 8100M

991482202

AUTHENTICATION: 0089710

DATE: 11-18-99

TRADEMARK
REEL: 002303 FRAME: 0971

**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 NAIBU
Chief Executive Officer

BY: [Signature]
BARU CHI LUKURI
Secretary

In re Application of:

Phoenix Technologies Ltd.

Serial No.: 74/543,377

Registration No.: 1,908,283

Issue Date: August 1, 1995

Mark: **AWARD SOFTWARE
INTERNATIONAL**



05-17-2001

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

REVOCATION AND POWER OF ATTORNEY

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Dear Madam:

The assignee of the entire interest of the above-identified registered mark hereby revokes all previous powers of attorney given, and appoints the firm of:

IRELL & MANELLA LLP, a firm including: Paul Backofen, Reg. No. 42, 278; Norman E. Brunell, Reg. No. 26,533; Douglas Carsten, Reg. No. 43, 534; Gary Frischling, Reg. No. 35,515; Benjamin Hattenbach, Reg. No. 41, 820; Andrei Iancu, Reg. No. 41,862; Jonathan M. Lindsay, Reg. No. 45,810; Samuel K. Lu, Reg. No. 40,707; Kimberley G. Nobles, Reg. No. 38,255; Lisa Partain, Reg. No. 40,763; Babak Redjaian, Reg. No. 42,096; Flavio Rose, Reg. No. 40,791; Peter Wied, Reg. No. 43,264; and Ben J. Yorks, Reg. No. 33,609; my patent attorneys, with offices located at 840 Newport Center Drive, Suite 400, Newport Beach, CA 92660, telephone (949) 760-0991, with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected herewith.

Please direct all communications concerning this Application to:

Kimberley G. Nobles
IRELL & MANELLA LLP
840 Newport Center Drive, Suite 400
Newport Beach, CA 92660
(949) 760-0991

PHOENIX TECHNOLOGIES LTD.

Dated: March 27, 2001

By: Linda V. Moore
Name: Linda V. Moore
Title: Vice President and General Counsel