

11-27-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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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):

Engineering Animation, Inc.

11-22-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 15, 2000

2. Name and address of receiving party(ies)

Name: Unigraphics Solutions, Inc.

Internal

Address:

Street Address: 5400 Legacy Drive

City: Plano State: TX Zip: 75024

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,959,937	1,995,167	2,082,117
1,988,350		2,113,064
		2,241,540
		2,249,336

Additional number(s) attached  Yes  No

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

Name: Gregory N. Owen, Esq.

Internal Address:

Street Address: Owen Wickersham & Erickson

455 Market Street

Suite 1910

City: San Francisco State: CA Zip: 94105

6. Total number of applications and registrations involved:  7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

n/a

(Attach duplicate copy of this page if paying by deposit account)

DEPARTMENT OF COMMERCE  
FINANCE SECTION  
NOV 27 2002 AM 7:37

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.

Gregory N. Owen, Esq.

Name of Person Signing

Signature

11-14-02

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

11/26/2002 TBIAZ1

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01 FC:8521

02 FC:8522

40.00 CP  
150.00 CP

TRADEMARK  
REEL: 002624 FRAME: 0183

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
ENGINEERING ANIMATION, INC.  
(a Delaware corporation)  
INTO  
UNIGRAPHICS SOLUTIONS INC.  
(a Delaware corporation)**

It is hereby certified that:

1. Unigraphics Solutions Inc. (hereinafter sometimes referred to as the "Company") is a business corporation of the State of Delaware.
2. The Company is the owner of all of the outstanding shares of the stock of Engineering Animation, Inc., which is also a business corporation of the State of Delaware.
3. On December 15, 2000, the Board of Directors of the Company adopted the following resolutions to merge Engineering Animation, Inc. into the Company:

RESOLVED, that the undersigned approve and adopt the Delaware Certificate of Ownership and Merger and Plan of Merger (Exhibit A) in the form attached hereto and incorporated herewith.

RESOLVED that EAI be merged into the Company, and that all of the estate, property, rights, privileges, powers and franchises of EAI be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by EAI in its name.

RESOLVED that the Company shall assume all of the obligations of EAI.

RESOLVED that the effective time and date of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time and date when the merger therein provided for, shall become effective shall be 9:15 a.m. on December 31, 2000.

RESOLVED, that the appropriate officers of the Company be and each is authorized, in the name and on behalf of the Company and EAI, to make or cause to be made all necessary filings, to seek or cause to be sought all consents and to take or cause to be taken any and all such other actions as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the foregoing resolutions, including, without limitation, payment of all proper fees and expenses and execution and delivery of all such agreements, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable in connection therewith.

Executed on December 15, 2000

UNIGRAPHICS SOLUTIONS INC.

By   
Douglas E. Barnett Vice President

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