

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

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

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇨ ⇨ ⇨

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

1. Name of conveying party(ies):  
**HNC Insurance Solutions, Inc.**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State: **California**

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

2. Name and address of receiving party(ies)  
Name: **HNC Software Inc.**  
Internal Address:  
Street Address: **5935 Cornerstone Court**  
City: **San Diego State: California Zip: 92121**

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name

Other:  
Execution Date: **August 1, 2002**

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s)  
**2,051,229**

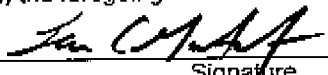
5. Name and address of party to whom correspondence concerning document should be mailed:  
Name **Laura C. Gustafson**  
Internal Address **Calendar/Docketing Department**  
P.O. Box **7880**  
San Francisco, CA **94120-7880**  
Street Address: **50 Fremont St.**  
City: **San Francisco State: CA Zip: 94105**

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:  
**502214 (Our Ref.: 027339/0300815)**

(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.*  
**Laura C. Gustafson**  **April 2, 2003**  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: **10**

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

# Delaware

PAGE 1

*The First State*

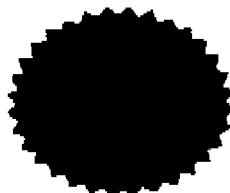
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HNC INSURANCE SOLUTIONS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "HNC SOFTWARE INC." UNDER THE NAME OF "HNC SOFTWARE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 2002, AT 9:03 O'CLOCK A.M.

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

2497241 8100M

020491910



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1917913

DATE: 08-02-02

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:03 AM 08/01/2002  
020491910 - 2437241

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
HNC INSURANCE SOLUTIONS, INC.  
(a California Corporation)  
INTO  
HNC SOFTWARE INC.  
(a Delaware Corporation)**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

John Mutch and Kenneth J. Saunders hereby certify that:

1. They are the President and Secretary, respectively, of HNC Software Inc., a Delaware corporation (the "Company"). (Parent)
2. The Company owns all of the outstanding shares of the capital stock of HNC Insurance Solutions, Inc., a corporation incorporated under the laws of California ("HNCIS"). (Subsidiary)
3. The Board of Directors of the Company duly approved and adopted the following resolutions by unanimous written consent dated as of July 24, 2002:

WHEREAS, the Company owns one hundred percent (100%) of the issued and outstanding shares of the capital stock of HNC Insurance Solutions, Inc., a California corporation ("HNCIS") and the Company's Board of Directors has determined it to be in the best interests of the Company to merge HNCIS with and into the Company in a statutory short form merger (the "HNCIS Merger") pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, with the Company to be the surviving corporation of such HNCIS Merger;

NOW, THEREFORE, BE IT RESOLVED, that the HNCIS Merger is hereby approved, and that, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, the Company shall merge HNCIS with and into the Company, with the Company being the surviving corporation of such HNCIS Merger, and upon the effectiveness of such HNCIS Merger the Company will acquire all the assets and properties and assume all of the liabilities and obligations of HNCIS; and

RESOLVED, FURTHER, that, in order to carry out the HNCIS Merger, the appropriate officers of the Company are hereby authorized and directed, on behalf of the Company, to cause the Company to execute, deliver and file a Certificate of Ownership and Merger with the Delaware Secretary of State and a Certificate of Ownership with the California Secretary of State, and to execute, deliver and file such additional documents (including but not limited to assumptions of franchise or other tax liability of HNCIS) or perform such other acts as are determined to be necessary or appropriate to carry out the merger of HNCIS into the Company as described above; and

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RESOLVED, FURTHER, that the officers of the Company, and each of them acting without the others, are hereby authorized and directed to take such further actions, and to execute and deliver such further documents, as they may deem to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized President and Secretary this 1st day of August, 2002.

HNC SOFTWARE INC.,  
a Delaware corporation

By:   
John March, President

By: \_\_\_\_\_  
Kenneth J. Saunders, Secretary

[Signature Page to Delaware Certificate of Ownership and Merger  
of HNC Insurance Solutions, Inc. with and into HNC Software Inc.]

it By: Computer Specialists;

6744978;

Aug-2-02 18:48;

Page 14/14

**RESOLVED, FURTHER**, that the officers of the Company, and each of them acting without the others, are hereby authorized and directed to take such further actions, and to execute and deliver such further documents, as they may deem to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized President and Secretary this 1st day of AUGUST, 2002.

**HNC SOFTWARE INC.,**  
a Delaware corporation

By: \_\_\_\_\_  
John Munch, President

By:  \_\_\_\_\_  
Kenneth J. Saunders, Secretary

**[Signature Page to Delaware Certificate of Ownership and Merger  
of HNC Insurance Solutions, Inc. with and into HNC Software Inc.]**



**SECRETARY OF STATE  
CERTIFICATE OF FILING**

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the **1st day of August, 2002**, there was filed in this office a(n) **Certificate of Ownership** merging **HNC INSURANCE SOLUTIONS, INC.**, a California corporation, into **HNC SOFTWARE INC.**, a(n) **Delaware** corporation.

Further, that according to our records said merged California corporation has ceased to exist as a separate corporate entity.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 2, 2002.



*Bill Jones*  
**BILL JONES**  
 Secretary of State

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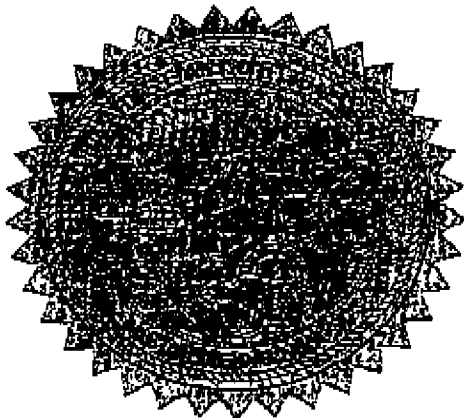


**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of



AUG - 2 2002

*Bill Jones*

Secretary of State

00681326

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

AUG - 1 2002

BILL JONES, Secretary of State

**CERTIFICATE OF OWNERSHIP  
OF  
HNC SOFTWARE INC.  
(a Delaware Corporation)**

John Mutch and Kenneth J. Saunders hereby certify that:

1. They are the President and Secretary, respectively, of HNC Software Inc., a Delaware corporation (the "Company"). (Parent)
2. The Company owns one hundred percent (100%) of the outstanding shares of capital stock of HNC Insurance Solutions, Inc., a California corporation ("HNCIS"). (Subsidiary)
3. The Board of Directors of the Company duly approved and adopted the following resolutions by a unanimous written consent dated as of July 24, 2002:

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NOW, THEREFORE, BE IT RESOLVED, that the HNCIS Merger is hereby approved, and that, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, the Company shall merge HNCIS with and into the Company, with the Company being the surviving corporation of such HNCIS Merger, and upon the effectiveness of such HNCIS Merger the Company will acquire all the assets and properties and assume all of the liabilities and obligations of HNCIS; and

RESOLVED, FURTHER, that, in order to carry out the HNCIS Merger, the appropriate officers of the Company are hereby authorized and directed, on behalf of the Company, to cause the Company to execute, deliver and file a Certificate of Ownership and Merger with the Delaware Secretary of State and a Certificate of Ownership with the California Secretary of State, and to execute, deliver and file such additional documents (including but not limited to assumptions of franchise or other tax liability of HNCIS) or perform such other acts as are determined to be necessary or appropriate to carry out the merger of HNCIS into the Company as described above; and

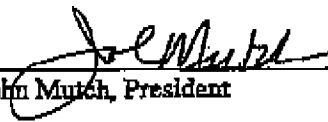
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RESOLVED, FURTHER, that the officers of the Company, and each of them acting without the others, are hereby authorized and directed to take such further actions, and to execute and deliver such further documents, as they may deem to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

We further declare under penalty of perjury under the laws of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: August 1, 2002

By:   
John Mutch, President

Dated: August 1, 2002

By: \_\_\_\_\_  
Kenneth J. Saunders, Secretary

[Signature Page to California Certificate of Ownership]

RESOLVED, FURTHER, that the officers of the Company, and each of them acting without the others, are hereby authorized and directed to take such further actions, and to execute and deliver such further documents, as they may deem to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

We further declare under penalty of perjury under the laws of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: August 1, 2002

By: \_\_\_\_\_  
John Mutch, President

Dated: August 1, 2002

By: K-J C  
Kenneth J. Saunders, Secretary

[Signature Page to California Certificate of Ownership]

