

02-27-2003

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)



102375304

To the Honorable Commissioner of Patents and Trade.

copy thereof.

1. Name of conveying party:

NI/GSI, INC.

2-25-03

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

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

3. Nature of conveyance:

X Assignment Merger
Security Agreement Change of Name
Other

Execution Date: February 18, 2003

Effective Date: July 7, 1999

2. Name and address of receiving party:

Name: NATIONAL INSTRUMENTS CORPORATION

Internal Address:

Street Address: 11500 North Mopac, Building B

City: Austin State: Texas Zip: 78759

individual(s) citizenship
Association
General Partnership
Limited Partnership
X 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): 2,059,299

Additional numbers attached? Yes X No

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

Name: William D. Raman

Internal Address: Thompson & Knight L.L.P.

Street Address: 1200 San Jacinto Center, 98 San Jacinto Blvd.

City: Austin State: Texas Zip: 78701-4081

6. Total number of applications and registrations involved:

7. Total fee (37 C.F.R. 3.41) \$ 40.00

[\$40 for 1st...\$25 each additional]

X Enclosed
Authorized to be charged to deposit account if check insufficient or inadvertently omitted

8. Deposit account number: 20-0821/010659.037010

(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.

H. Lisa Calico
Name of Person Signing

Signature

2-19-03
Date

Total number of pages including cover sheet, attachments and documents: 4

Mail documents to be recorded with required cover sheet information to:

BOX ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

02/26/2003 LMUELLER 00000264 2059299

01 20:4521

40.00 0P

CERTIFICATE OF MAILING
37 C.F.R. 1.8

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231, on the date below:

2-19-03

Signature

Date

**NUNC PRO TUNC
TRADEMARK ASSIGNMENT**

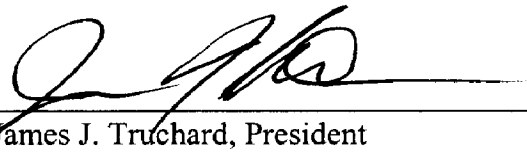
WHEREAS, NI/GSI, Inc., a Texas corporation having a mailing address of 6504 Bridge Point Parkway, Austin, Texas 78730, is the legal owner of record of United States Registration No. 2,059,299 for the mark **LOOKOUT**;

WHEREAS, NI/GSI, Inc. was merged into National Instruments Corporation, a Delaware corporation, as evidenced by Articles of Merger dated July 7, 1999, recorded with the State of Delaware, Secretary of State on July 9, 1999, copy of which is attached hereto as **Exhibit A**;

WHEREAS, National Instruments Corporation, a Delaware corporation having a mailing address of 11500 North Mopac, Building B, Austin, Texas 78759 desires to acquire any rights and goodwill associated with the mark;


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, NI/GSI, Inc., does hereby assign, effective as of July 7, 1999, unto National Instruments Corporation, all right, title and interest in and to said mark, together with the goodwill of the business symbolized by the mark and the above-identified registration of said mark.

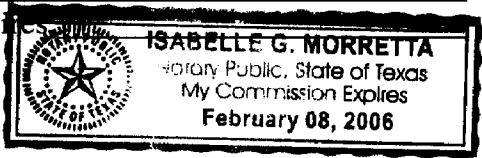
NI/GSI, Inc.

By: 
James J. Truchard, President

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this 18th day of Feb, 2003, personally appeared James J. Truchard, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he is authorized to execute the same on behalf of NI/GSI, Inc., and that he executed the same on behalf of the corporation for the purposes and consideration therein expressed.


Notary Public, State of Texas
Name Printed: _____
Commission Expires _____



ARTICLES OF MERGER
OF
NI/GSI, INC.
A TEXAS CORPORATION
INTO
NATIONAL INSTRUMENTS CORPORATION
A DELAWARE CORPORATION

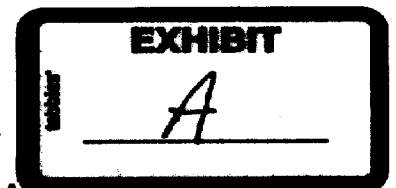
Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act and Section 253 of the Delaware General Corporation Law, the undersigned corporation adopts the following Articles of Merger:

1. The name of the parent corporation is National Instruments Corporation, a Delaware corporation ("Parent").
2. The name of the subsidiary corporation is NI/GSI, Inc., a Texas corporation ("NI/GSI").
3. The total number of outstanding shares of NI/GSI, Inc. is 100 shares of common stock.
4. Parent owns all the outstanding shares of NI/GSI, Inc.
5. The board of directors of Parent duly adopted the following resolutions in accordance with Section 141 of the Delaware General Corporation Law on July 7, 1999:

RESOLVED, that this corporation merge NI/GSI, Inc., its wholly owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 5.16 of the Texas Business Corporation Act and Section 253 of the Delaware General Corporation Law;

RESOLVED FURTHER, that the outstanding shares of NI/GSI, Inc., shall be canceled and no shares of this corporation shall be issued in exchange therefor; and

RESOLVED FURTHER, that the officers of this corporation are hereby authorized and directed to execute all documents and take all actions they deem necessary or



advisable in connection with the adoption of the foregoing resolutions.

6. The registered office of Parent in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of Parent is The Corporation Trust Company.

Executed on July 7, 1999.

NATIONAL INSTRUMENTS CORPORATION
a Delaware corporation

By: 
Name: James J. Truchard
Title: President