

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	MERGER
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Distributed Processing Technology Corporation		10/31/2000	CORPORATION: FLORIDA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Adaptec, Inc.
<b>Street Address:</b>	691 South Milpitas Boulevard
<b>City:</b>	Milpitas
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	95035
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
Registration Number:	2252206

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(650)833-2001
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Email:</b>	tmfilings@graycary.com
<b>Correspondent Name:</b>	Allyn Taylor, Esq.
<b>Address Line 1:</b>	2000 University Avenue
<b>Address Line 4:</b>	East Palo Alto, CALIFORNIA 94303-2248

<b>ATTORNEY DOCKET NUMBER:</b>	1010383-3476
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<b>NAME OF SUBMITTER:</b>	Cheryl A. Goodall
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 6, 2000

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

Re: Document Number F98000003617

The Articles of Merger for ADAPTEC, INC., the surviving Delaware entity were filed on November 3, 2000.

The certification you requested is enclosed.

Should you have any questions regarding this matter, please feel free to telephone (850) 487-6903, the Admentment Section.

Cheryl Coulliette  
Document Specialist  
Division of Corporations

Letter Number: 000A00057378

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on November 3, 2000, for ADAPTEC, INC., the surviving Delaware entity, as shown by the records of this office.

The document number of this corporation is F98000003617.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Sixth day of November, 2000



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

**ARTICLES OF MERGER**  
**OF**  
**DISTRIBUTED PROCESSING TECHNOLOGY CORP.**  
**AND**  
**ADAPTEC, INC.**

To the Department of State  
State of Florida

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Distributed Processing Technology Corp. (the "Corporation") with and into Adaptec, Inc. ("Adaptec") as approved by the Board of Directors of the Corporation by unanimous written consent dated as of October 27, 2000.

2. The merger of the Corporation with and into Adaptec is permitted by the laws of the jurisdiction of organization of Adaptec and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Adaptec was October 27, 2000.

3. Shareholder approval was not required for the merger.

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**TRADEMARK**  
**REEL: 002695 FRAME: 0660**

4. The effective time and date of the merger herein provided for in the State of Florida shall be five p.m. on November 3, 2000.

Executed on October 31, 2000.

Distributed Processing Technology Corp.

By:

Name: *DANN E. MILES*

Capacity: *V.P. & SECRETARY*

Adaptec, Inc.

By:

Name: *Kenneth B. AROU*

Capacity: *Vice President & Corporate Controller*

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TRADEMARK  
REEL: 002695 FRAME: 0661

**PLAN OF MERGER / LIQUIDATION  
OF  
DISTRIBUTED PROCESSING TECHNOLOGY CORP.  
UP AND INTO ADAPTEC, INC.**

Pursuant to this Plan of Merger and Liquidation (this "*Plan of Merger*"), Distributed Processing Technology Corp., a Florida corporation ("*DPT*") will merge with and into Adaptec, Inc., ("*Adaptec*") a Delaware corporation, such that Adaptec is the surviving corporation, on terms and conditions as follows:

**1. Intention.**

**1.1** Adaptec owns 100% of all the issued and outstanding shares of the common stock of DPT, and DPT does not have any shares of stock issued or outstanding of any class that Adaptec does not own. The parties thus intend to effect this merger as the merger of DPT and Adaptec under Delaware and Florida corporate laws.

**1.2** The merger effects DPT's "*plan of liquidation*" within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended (the "*Code*") which plan of liquidation has been adopted by the Board of Directors of DPT and the Board of Directors of Adaptec as of October 27, 2000.

**2. Effective Time.** The merger will take effect at the close of business on November 3, 2000 (the "*Effective Time*"). Any officer of Adaptec is authorized and directed to file Articles of Merger on the first business day after the date each of the following conditions are met:

**3. Effect of Merger.** The merger will have the following effects:

**3.1** the separate corporate existence of DPT shall cease;

**3.2** Adaptec shall be the surviving corporation and shall continue to exist as a corporation under the laws of the State of Delaware, with all the rights and obligations of such surviving corporation;

**3.3** title to all the property and assets owned by Adaptec and DPT shall be vested in Adaptec without reversion or impairment;

**3.4** Adaptec shall have all liabilities of Adaptec and DPT;

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**TRADEMARK  
REEL: 002695 FRAME: 0662**

3.5 any proceedings pending by or against either Adaptec or DPT may be continued as if such merger did not occur, or Adaptec may be substituted in such proceeding for any such party; and

3.6 the final liquidating distributing will be made by DPT to Adaptec and DPT shall be considered "*liquidated*" at that time within the meaning and intent of Section 332 of the Code.

4. **Cancellation of Shares.** On the effective date of the merger, all the issued and outstanding shares of the common stock of DPT shall be cancelled. All the issued and outstanding shares of the stock of Adaptec, of any class, shall remain unaffected, with no additional shares of Adaptec being issued as a result of this merger.

5. **Governance of Surviving Corporation.** Adaptec's Articles of Incorporation, its Bylaws, and its duly elected officers and directors, all as in effect immediately before the Effective Time, will be the Articles of Incorporation, Bylaws, and duly elected officers and directors of the surviving corporation.

6. **Termination.** By resolution of its Board of Directors, either party to this Plan may terminate this Plan for any reason and at anytime before the Effective Time.

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