

11-06-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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

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):

TeamShare, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Serena Software, Inc.

Internal Address:

Street Address: 2755 Campus Dr., 3rd Floor

City: San Mateo State: CA Zip: 94403

- 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: 06/05/2003

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

A. Trademark Application No.(s)

2208294 2326601 2326643

B. Trademark Registration No.(s)

2349269 2458348 2500979 2499060 2501056 2559818

Additional number(s) attached Yes No

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

Name: Bryan Anderson

Internal Address: Serena Software, Inc.

Street Address: 2755 Campus Drive

3rd Floor

City: San Mateo State: CA Zip: 94403

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Bryan Anderson

Name of Person Signing

Signature

8/17/2003

Date

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

11/05/2003 ECOOPER 00000062 2208294

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

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TRADEMARK REEL: 002857 FRAME: 0574

SERENA COLORADO ACQUISITION CORPORATION
a Delaware corporation

ACTION BY WRITTEN CONSENT OF
SOLE STOCKHOLDER

May 16, 2003

The undersigned, being the sole stockholder of SERENA Colorado Acquisition Corporation, a Delaware corporation (the "Corporation"), hereby adopts the following resolutions by written consent pursuant to Section 228 of the General Corporation Law of the State of Delaware:

RESOLVED: That it is in the best interests of the Corporation to merge with and into TeamShare, Inc., a Delaware corporation ("TeamShare"), on the terms set forth in the Agreement and Plan of Reorganization dated May 16, 2003 by and among the Company, SERENA Software, Inc. ("Serena"), TeamShare, Cherry Creek T-S Investors LLC, Kevin Deitz and U.S. Bank, N.A., as escrow agent (the "Agreement").

RESOLVED FURTHER: That Serena, as the sole stockholder of the Corporation, approves the Agreement, which is attached hereto as Exhibit A, including the Certificate of Merger attached as an exhibit thereto (the "Certificate").

RESOLVED FURTHER: That Serena, as the sole stockholder of the Corporation, approves the transactions contemplated by the Agreement and the Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the 16th day of May, 2003.

SERENA SOFTWARE, INC.
a Delaware corporation

By: 

Name: Mark Woodward

Title: President and Chief Executive Officer

Delaware

PAGE 1

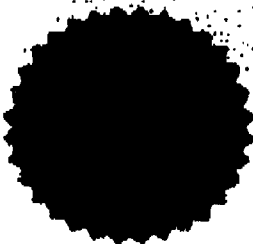
The First State

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 MERGER, WHICH MERGES:

"SERENA COLORADO ACQUISITION CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "TEAMSHARE, INC." UNDER THE NAME OF "SERENA COLORADO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JUNE, A.D. 2003, AT 5:40 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2456297

DATE: 06-05-03 TRADEMARK

REEL: 002857 FRAME: 0576

CERTIFICATE OF MERGER

MERGING

SERENA COLORADO ACQUISITION CORPORATION,
a Delaware corporation

WITH AND INTO

TEAMSHARE, INC.,
a Delaware corporation

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, TeamShare, Inc., a Delaware corporation ("TeamShare"), does hereby certify as follows:

FIRST: Each of the constituent corporations, TeamShare and SERENA Colorado Acquisition Corporation ("Sub"), is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Reorganization (the "Reorganization Agreement"), dated May 16, 2003, by and among SERENA Software, Inc., a Delaware corporation, Sub, TeamShare, Cherry Creek T-S Investors LLC, Kevin Dietz and U.S. Bank, N.A., as escrow agent, setting forth the terms and conditions of the merger of Sub with and into TeamShare (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation in the Merger (the "Surviving Corporation") is currently "TeamShare, Inc." and shall, upon completion of the Merger, be changed to "Serena Colorado, Inc."

FOURTH: The Restated Certificate of Incorporation of the Surviving Corporation is amended to read in its entirety as set forth in Exhibit A hereto.

FIFTH: An executed copy of the Reorganization Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Serena Colorado, Inc.
2755 Campus Drive, 3rd Floor
San Mateo, California 94403

SIXTH: An executed copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, TeamShare has caused this Certificate of Merger to be executed in its corporate name as of the 5th day of June, 2003.

TEAMSHARE, INC.

By: /s/ Jeff Rhodes
Jeff Rhodes
Chief Executive Officer

EXHIBIT A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SERENA COLORADO, INC.**

ARTICLE I

The name of the corporation is Serena Colorado, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The Corporation is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock this Corporation shall have authority to issue is 1,000 with the par value of \$0.001 per share.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE VII

The number of directors which constitute the whole Board of Directors of the Corporation shall be as specified in the Bylaws of the Corporation.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE IX

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exception from liability or limitation thereof is not permitted under the Delaware Corporation Law as the same exists or may hereafter be amended. Neither any amendment nor repeal of this Article, nor the adoption of any provisions of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X

Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

ARTICLE XI

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE XII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

NUMBER 1

1,000 SHARES
COMMON STOCK

SERENA COLORADO ACQUISITION CORPORATION


THIS CERTIFIES THAT SERENA Software, Inc. is the registered holder of One Thousand (1,000) fully-paid and non-assessable shares of the Common Stock of SERENA Colorado Acquisition Corporation, hereinafter designated the "Corporation", transferable on the share register of the Corporation upon surrender of this certificate properly endorsed or assigned. This certificate and the shares represented thereby shall be held subject to all of the provisions of the Certificate of Incorporation and the Bylaws of the Corporation, a copy of each which is on file at the principal office of the Corporation, and made a part hereof as fully as through the provisions of said Certificate of Incorporation and Bylaws were imprinted in full on this certificate, to all of which the holder of this certificate, by acceptance hereof, assents and agrees to be bound.

Any stockholder may obtain from the principal office of the Corporation, upon request and without charge, a statement of the number of shares constituting each class or series of stock and the designation thereof; and a copy of the rights, preferences, privileges and restrictions granted to or imposed upon the respective classes or series of stock and upon the holders thereof by said Certificate of Incorporation and Bylaws.

WITNESS THE SIGNATURE OF THE DULY AUTHORIZED OFFICERS OF THE CORPORATION.

DATED: May 16, 2003


Mark Woodward,
President and Chief Executive Officer


Vira Strimaitis,
Secretary

ASSIGNMENT OF TRADEMARKS

This agreement entered this 5th of June, 2003 between Serena Colorado, Inc., formerly known as TeamShare, Inc., of 2755 Campus Drive, 3rd Floor, San Mateo, CA 94403, herein referred to as "Assignor", and Serena Software, Inc. of 2755 Campus Drive, 3rd Floor, San Mateo, CA 94403, herein referred to as "Assignee".

1. Assignor has adopted and is using marks registered in the United States Patent Office, Registration Nos. 2208294 (December 8, 1998), 2326601 (March 7, 2000), 2326643 (March 7, 2000), 2349269 (May 16, 2000), 2458348 (June 5, 2001), 2499060 (October 16, 2001), 2500979 (October 23, 2001), 2501056 (October 23, 2001), and 2559818 (April 9, 2002), and Assignee is desirous of acquiring such marks and the registrations thereof.
2. That for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to said marks, the goodwill of the business symbolized by said marks, along with the registrations thereof, the numbers of which are contained herein.

Serena Colorado, Inc.

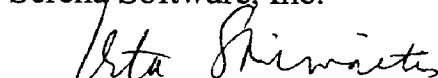


Vita Strimaitis

Vice President and Secretary

Date 8/6/03

Serena Software, Inc.



Vita Strimaitis

Vice President and General Counsel

Date 8/6/03