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REI 7



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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 document, or copy thereof.

1. Name of conveying party(ies):

Rational Software Corporation

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 10-31-2003

2. Name and address of receiving party(ies)

Name: INTERNATIONAL BUSINESS Machines Corporation Address:

Street Address: New Orchard Road

City: Armonk State: NY Zip: 10504

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State of New York 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) See Attached List

B. Trademark Registration No.(s) See Attached List

Additional number(s) attached Yes No

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

Name: Alexander Tognino

Internal Address: Corporate Counsel, Trademarks and Licensing Intellectual Property Law IBM Corporation

Street Address: North Castle Drive

City: Armonk State: NY Zip: 10504

6. Total number of applications and registrations involved: 54

7. Total fee (37 CFR 3.41): \$ 1365

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

09-0474

(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.

Nicole J. Gallo Name of Person Signing

Nicole J. Gallo Signature

November 5, 2003 Date

Total number of pages including cover sheet, attachments, and document: 3

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

01 FC:8521 40.00 DA 02 FC:8522 1325.00 DA

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TRADEMARK REEL: 002894 FRAME: 0213

**Rational Software Corporation  
U.S. Applications and Registrations  
Schedule A**

Trademark	Application/Serial No.	Registration No.
ANALYSTSTUDIO	75-676,132	2,451,766
CLEARCASE	74-142,344	1,738,867
CLEARCASE ATTACHE	74-633,471	2,219,135
CLEARCASE MULTISITE	74-520,076	1,947,565
CLEARDDTS	75-457,567	2,244,648
CLEARGUIDE	75-140,300	2,559,016
CLEARQUEST	75-578,480	2,318,558
DESIGN (RECTANGULAR LOGO)	74-207,579	1,766,613
NEUVIS	75-838,619	2,592,269
OBJECT TESTING	75-019,491	2,110,083
OBJECT-ORIENTED RECORDING	75-019,492	2,110,084
OBJECTIVE AND DESIGN	74-288,281	1,849,056
PERFORMANCESTUDIO	75-513,061	2,312,558
PURECOVERAGE	74-489,804	1,955,331
PUREDDTS	74-645,037	2,034,332
PURELINK	74-374,998	1,864,215
PURELINK	74-374,999	1,863,195
PURIFY	74-223,051	1,754,994
PURIFY'D	74-591,113	2,141,665
QUANTIFY	74-374,997	1,867,527
QUANTIFY	74-375,000	1,854,179
R1000	73-531,850	1,363,112
RATIONAL	78-086,102	2,770,300
RATIONAL	73-422,639	1,298,514
RATIONAL	73-458,467	1,321,875
RATIONAL	73-531,936	1,363,343
RATIONAL	73-531,849	1,363,111
RATIONAL	73-741,207	1,563,906

**Rational Software Corporation  
U.S. Applications and Registrations  
Schedule A**

RATIONAL APEX	74-400,135	1,898,020
RATIONAL CRC	74-688,185	2,056,667
RATIONAL DEVELOPER NETWORK	78-087,192	2,722,675
RATIONAL PROCESS WORKBENCH	75-908,457	2,480,893
RATIONAL ROSE	74-163,447	1,721,076
RATIONAL SOFTWARE CORPORATION	74-547,986	1,936,692
RATIONAL SUITE	75-706,228	2,408,024
RATIONAL SUITE CONTENTSTUDIO	76-144,761	2,589,728
RATIONAL SUMMIT	75-106,196	2,096,070
RATIONAL-THE E-DEVELOPMENT COMPANY	75-857,171	2,519,272
RATIONAL UNIFIED PROCESS	75-447,635	2,444,715
RATIONAL VISUAL TEST	75-177,335	2,096,120
RDN	78-087,007	
REQUISITE	75-082,483	2,040,530
REQUISITEPRO	75-549,832	2,270,839
RUP	76-000,261	2,425,312
SCRIPTASSURE	76-416,858	
SITECHECK	75-304,368	2,300,413
SITELOAD	76-108,286	2,560,259
SODA	74-416,116	1,887,844
TESTFACTORY	75-531,203	2,375,957
TESTFOUNDATION	75-304,369	2,343,923
TESTMATE	74-477,266	1,868,129
TESTSTUDIO	75-341,265	2,465,938
VADS	75-731,423	2,434,692
XDE	76-342,408	

**ASSIGNMENT OF TRADEMARKS**

WHEREAS, Rational Software Corporation, a Delaware corporation, having an address at 18880 Homestead Road, Cupertino, California 95014 ("Rational"), owns, has adopted, is using or intends to use the trademarks listed in Schedule A (the "Marks");

WHEREAS, Rational is the owner of the trademark registrations and applications for registration associated with the Marks listed in Schedule A (the "Registrations");

WHEREAS, International Business Machines Corporation, a New York corporation, having an address at North Castle Drive, Armonk, New York 10504, desires to acquire the Marks and the Registrations as successor to the business of Rational to which the Marks relate;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Rational Software Corporation, a Delaware corporation, assigns to International Business Machines Corporation, a New York corporation, all right, title and interest in the United States in and to the Marks and the Registrations, together with the goodwill of the business symbolized by the Marks and the Registrations.

Dated: October 31, 2003.

Rational Software Corporation

By: 

Name: Michael C. Wilson

Title: Assistant Secretary