

7/6/04

RECC

07-08-2004



102785621

To the Honorable Commissioner of Patents
thereof.

Attached original documents or copy

1. Name of conveying party(ies):
F4 Technologies, Inc.

Individual(s) Association

General Partnership Limited Partnership
 Corporation-State 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: April 21, 2004

2. Name and address of receiving party(ies):
Name: Rally Software Development Corp.

Internal Address: _____

Street Address: 1655 Walnut Street Suite 200

City: Boulder State: CO ZIP 80302

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
(Designation 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) 78/397,040 and 78/397,043

Additional numbers attached? Yes No

B. Trademark Registration No.(s) _____

PR/FINANC
JUL - 6 AM 843

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

Internal Address: Attn: Andrew Hartman, Esq.

Street Address: 380 Interlocken Crescent, Suite 900

City: Broomfield State: Colorado ZIP 80021

6. Total number of applications and registration involved:
2

7. Total fee (37 CFR 3.41):.....
\$ \$65.00


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.



Andrew Hartman, Esq. June 30, 2004
Date

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

07/07/2004 ECOOPER 00000001 78397040

01 FC:8521 40.00 DP
02 FC:8522 25.00 DP

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:38 PM 04/22/2004
FILED 04:20 PM 04/22/2004
SRV 040295810 - 3413668 FILE

**CERTIFICATE OF AMENDMENT TO THE
RESTATED CERTIFICATE OF INCORPORATION OF
F4 TECHNOLOGIES, INC.**

F4 TECHNOLOGIES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

FIRST: The name of the Corporation is **F4 Technologies, Inc.**

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is July 12, 2001. A Restated Certificate of Incorporation was filed with the Secretary of State on August 15, 2002 and September 3, 2003.

THIRD: Article I shall be amended and restated to read in its entirety as follows:

"The name of this corporation is **Rally Software Development Corp.**"

FOURTH: The foregoing amendment to the Restated Certificate of Incorporation of the corporation has been duly adopted by the directors and stockholders of the Corporation in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware, and notice of such adoption has been provided in accordance with said Section 228.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, F4 Technologies, Inc. has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 21st day April, 2004.

F4 TECHNOLOGIES, INC.

By: 

Timothy A. Miller, Chief Executive
Officer

Delaware

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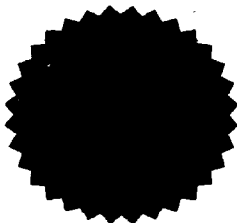
The First State

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 AMENDMENT OF "F4 TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "F4 TECHNOLOGIES, INC." TO "RALLY SOFTWARE DEVELOPMENT CORP.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2004, AT 4:20 O'CLOCK P.M.

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

3413668 8100

040295810



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3069579

DATE: 04-23-04

RECORDED: 07/06/2004

TRADEMARK
REEL: 003003 FRAME: 0876