

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/04/1996

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sterling Software (United States of America), Inc.		03/04/1996	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sterling Software, Inc.
Street Address:	One Computer Associates Plaza
City:	Islandia
State/Country:	NEW YORK
Postal Code:	11749
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1355047	NETMASTER

CORRESPONDENCE DATA

Fax Number: (214)661-4691
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214.953.6691
 Email: b.k.drinkwater@bakerbotts.com
 Correspondent Name: B. K. Drinkwater, c/o Baker Botts L.L.P.
 Address Line 1: 2001 Ross Avenue
 Address Line 2: Suite 600
 Address Line 4: Dallas, TEXAS 75201

NAME OF SUBMITTER:	B. K. Drinkwater
Signature:	/B.K. Drinkwater/

CH \$40.00 1355047

Date:

07/19/2005

Total Attachments: 3

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

STERLING SOFTWARE (UNITED STATES OF AMERICA), INC.

WITH AND INTO

STERLING SOFTWARE, INC.

(Pursuant to Section 253 of
the General Company Law of the State of Delaware)

Pursuant to Section 253 of the General Company Law of the State of Delaware (the "DGCL"), Sterling Software, Inc., a Delaware corporation (the "Company"), for the purpose of merging Sterling Software (United States of America), Inc., a Delaware corporation (the "Subsidiary"), with and into the Company does hereby certify as follows:

1. Each of the Company and Subsidiary is a corporation validly existing under the laws of the State of Delaware.
2. The Company owns all of the outstanding shares of the common stock, par value \$.01 per share (the "Subsidiary Common Stock"), of the Subsidiary, and all of the outstanding shares of preferred stock, par value \$.01 per share (the "Subsidiary Preferred Stock"), of the Subsidiary. The Subsidiary Common Stock and Subsidiary Preferred Stock constitute the only classes of stock of the Subsidiary.
3. The Board of Directors of the Company has determined to merge the Subsidiary with and into the Company pursuant to the following resolutions, duly adopted as of March 4, 1995:

RESOLVED, that, pursuant to Section 253 of the DGCL, the Subsidiary shall be merged with and into the Company (the "Merger") with the Company being the surviving corporation in the Merger (the "Surviving Company"); and be it further

RESOLVED, that the Merger shall be effective at the time of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time"); and be it further

RESOLVED, that, at the Effective Time, by virtue of the Merger and without any further action by the Company or the Subsidiary:

- (a) each share of Subsidiary Common Stock issued and outstanding immediately prior to the Effective Time will be cancelled without the payment of any consideration therefor;

(b) each share of Subsidiary Preferred Stock issued and outstanding immediately prior to the Effective Time will be cancelled without the payment of any consideration therefor; and

(c) each share of common stock, par value \$0.10 per share, of the Company will remain outstanding and be unaffected by the Merger; and be it further

RESOLVED, that the certificate of incorporation of the Surviving Company (the "Certificate of Incorporation") to be in effect from and after the Effective Time until amended in accordance with its terms and the DGCL will be the certificate of incorporation of the Company; and be it further

RESOLVED, that the bylaws of the Surviving Company (the "Bylaws") to be in effect from and after the Effective Time until amended in accordance with their terms and the DGCL will be the bylaws of the Company; and be it further

RESOLVED, that the initial members of the Board of Directors of the Surviving Company from and after the Effective Time will be the members of the Board of Directors of the Company immediately prior to the Effective Time, with each such person to serve as a director of the Surviving Company for the remainder of the term for which such person was elected to the Board of Directors of the Company and until his successor is duly elected and qualified or until his earlier death, resignation or removal in accordance with the Certificate of Incorporation, the Bylaws and the DGCL; and be it further

RESOLVED, that the officers of the Surviving Company from and after the Effective Time will be the officers of the Company immediately prior to the Effective Time, with each such person to serve in the office or offices held with the Company until his or her successor or successors are duly elected and qualified or until his or her earlier death, resignation or removal in accordance with the Certificate of Incorporation, the Bylaws and the DGCL.

This Certificate of Ownership and Merger shall be effective on the date of its filing with the Secretary of State of the State of Delaware.

Dated: March 4, 1996

STERLING SOFTWARE, INC.

By: *Jeannette P. Meier*
Jeannette P. Meier,
Executive Vice President

ATTEST:

Albert K. Hoover
Albert K. Hoover,
Assistant Secretary