

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Computer Associates International, Inc.		02/01/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CA, Inc.		
<b>Street Address:</b>	One CA Plaza		
<b>City:</b>	Islandia		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11749		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2676646	NETREON	
Registration Number:	2396342	SILENT RUNNER	
Registration Number:	2499093	S R SILENT RUNNER	
Registration Number:	2845448	TINY PERSONAL FIREWALL	
Registration Number:	2546921	TINY SOFTWARE	
Registration Number:	2011913	VET	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(214)661-4899		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	214/953-6818		
<b>Email:</b>	daltmdept@bakerbotts.com		
<b>Correspondent Name:</b>	Valerie Verret		
<b>Address Line 1:</b>	2001 Ross Avenue, Suite 600		
<b>Address Line 2:</b>	Baker Botts L.L.P.		
<b>Address Line 4:</b>	Dallas, TEXAS 75201		

CH \$165.00 2676646

ATTORNEY DOCKET NUMBER:	063170.6055
NAME OF SUBMITTER:	Valerie Verret
Signature:	/Valerie Verret/
Date:	03/23/2006

**Total Attachments: 8**

source=CAI to CA, Inc. change of name#page1.tif  
source=CAI to CA, Inc. change of name#page2.tif  
source=CAI to CA, Inc. change of name#page3.tif  
source=CAI to CA, Inc. change of name#page4.tif  
source=CAI to CA, Inc. change of name#page5.tif  
source=CAI to CA, Inc. change of name#page6.tif  
source=CAI to CA, Inc. change of name#page7.tif  
source=CAI to CA, Inc. change of name#page8.tif

STATE OF DELAWARE

CERTIFICATE OF OWNERSHIP AND MERGER  
SUBSIDIARY INTO PARENT

Certificate of Ownership

MERGING

CA, INC.

(a Delaware corporation)

With and Into

COMPUTER ASSOCIATES INTERNATIONAL, INC.

(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

Computer Associates International, Inc., a Delaware corporation  
("Parent"), does hereby certify as follows:

1. Parent is incorporated pursuant to the General Corporation Law of the State of Delaware ("DGCL") and its Certificate of Incorporation was filed in the Office of the Secretary of State of the State of Delaware on the 26<sup>th</sup> day of March 1974. Parent was incorporated under the name Computer Associates Incorporated. CA, Inc. ("Subsidiary") is incorporated pursuant to the DGCL and its Certificate of Incorporation was filed in the Office of the Secretary of State of the State of Delaware on November 14, 2005.
2. Parent owns all of the outstanding shares of capital stock of Subsidiary.
3. The Board of Directors of Parent, by a resolution (the "Resolution") duly adopted at a meeting held on the 23<sup>rd</sup> day of January 2006, determined (i) to merge Subsidiary with and into Parent pursuant to Section 253 of the DGCL (the "Merger") and (ii), effective upon the Merger, to change Parent's corporate name to "CA, Inc." A certified copy of the Resolution is attached to, and incorporated into, this Certificate of Ownership and Merger as Exhibit A.
4. Parent shall be the surviving corporation of the Merger.
5. At the effective time of the Merger, by virtue of the Merger and without any action on the part of Parent, each issued and outstanding share of Subsidiary shall be cancelled and retired.

6. The Restated Certificate of Incorporation of Parent as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article First thereof shall be amended to read in its entirety as follows:

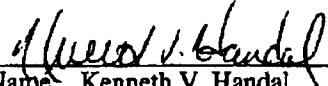
“FIRST: The name of the corporation (hereinafter called the “corporation”) is CA, Inc.”

7. Pursuant to Section 103(d) of the DGCL, the effective time of the Certificate of Ownership and Merger, and the time when the Merger therein provided for, shall become effective shall be 12:00 PM (Eastern Daylight Savings Time) on February 1, 2006.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is hereby executed on behalf of Computer Associates International, Inc. as of January 30, 2006.

COMPUTER ASSOCIATES  
INTERNATIONAL, INC.

By

  
Name: Kenneth V. Handal  
Title: Executive Vice President,  
General Counsel and  
Corporate Secretary

COMPUTER ASSOCIATES INTERNATIONAL, INC.  
ASSISTANT SECRETARY'S CERTIFICATE

The undersigned certifies that he is the duly qualified, appointed and acting Assistant Secretary of Computer Associates International, Inc., a Delaware corporation, and:

He further certifies that at a meeting of the Board of Directors, held on January 23, 2006, the following resolutions were adopted and that such resolutions have not since been amended or rescinded and are in full force and effect as of the date hereof:

WHEREAS, Computer Associates International, Inc., a Delaware corporation (the "Company"), owns all of the outstanding shares of the capital stock of CA, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL");

NOW, THEREFORE, BE IT AND IT HEREBY IS:

RESOLVED, that, effective upon the filing of (or at such subsequent time as may be specified in) the Certificate of Ownership and Merger filed in respect thereof (the "Effective Time"), the Subsidiary shall be merged with and into the Company with the Company being the surviving corporation (the "Merger"); and

FURTHER RESOLVED, that it is intended that the Merger qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and that these resolutions constitute a plan of reorganization within the meaning of Section 368; and

FURTHER RESOLVED, that, at any time prior to the Effective Time, the Merger may be amended, modified, terminated or abandoned by action of the Board of Directors of the Company; and

FURTHER RESOLVED, that pursuant to Section 259 of the DGCL, at the Effective Time, the separate existence of the Subsidiary shall cease, and the Company shall continue its existence as the surviving corporation of the Merger; and

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding or treasury share of capital stock of the Company shall remain unchanged and continue to remain outstanding or held in treasury, respectively, as one share of capital stock of the Company, held by the person who was the holder of such share of capital stock of the Company immediately prior to the Merger; and

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof; and

FURTHER RESOLVED, that, in connection with the Merger, the Board of Directors deems it desirable, advisable and in the best interest of the Company and its stockholders to change its corporate name to "CA, Inc."; and

FURTHER RESOLVED, that, at the Effective Time, Article First of the Restated Certificate of Incorporation of the Company shall be amended to read in its entirety as follows:

"FIRST: The name of the corporation (hereinafter called the "corporation") is CA, INC."

FURTHER RESOLVED, that each officer of the Company is authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and the date of adoption thereof, in the discretion of such officer to specify therein an Effective Time subsequent to the filing thereof and to file the same in the office of the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that in connection with changing the Company's name, each officer of the Company is authorized, in the name and on behalf of the Company, to enter into any agreements with the office of the Secretary of State of the State of Delaware, and to make and execute such additional certificates and to file the same in the office of the Secretary of State of the State of Delaware, in each case as may, in his or her judgment, be required or advisable; and

FURTHER RESOLVED, that in order for the Company to comply with all applicable regulations and requirements of federal, state, local and foreign governmental agencies and exchanges, each officer of the Company is authorized, in the name and on behalf of the Company, to prepare, execute and file or cause to be filed all reports, statements, documents, undertakings, commitments and information with any exchange or governmental agencies as may, in his or her judgment, be required or advisable in connection with the Merger or the Company's name change; and

FURTHER RESOLVED, that, after the Effective Time, each officer of the Company is hereby authorized, in the name and on behalf of the Company, to apply to, and to take such steps and to execute such documents as may be necessary or desirable to, change the name in which the Company is qualified to do business, in such jurisdictions as it is qualified, to reflect the change in the Company's name; and

FURTHER RESOLVED, that, after the Effective Time, each officer of the Company is hereby authorized, in the name and on behalf of the Company, to apply to, and to take such steps and to execute such documents as may be necessary or desirable

to, use any alternate name, fictitious name, assumed name or other name in such jurisdictions as the Company is qualified, if such officer determines it is necessary or desirable for the Company to use an alternate name, fictitious name, assumed name or other name; and

FURTHER RESOLVED, that, after the Effective Time, each officer of the Company is hereby authorized, in the name and on behalf of the Company, to prepare, execute and file a listing application or supplemental listing application, and such other documents, and to take such steps, as may be necessary or desirable, with the New York Stock Exchange, the Depository Trust Company, the Company's transfer agent and/or Standard & Poor's to reflect the change in the Company's name and the CUSIP numbers of the Company's securities; and

FURTHER RESOLVED, that in connection with changing the Company's name, each officer of the Company is authorized, in the name and on behalf of the Company, to amend or modify the Company's stock certificates, to change the CUSIP numbers of the Company's securities, to create a new corporate seal, to notify the Company's stockholders and to give such notices to, and obtain such consents from, third parties, in each case as may, in his or her judgment, be required or advisable; and

FURTHER RESOLVED, that, effective as of the Effective Time, each of the following benefits plans and programs are hereby amended to replace each reference to "Computer Associates" or "Computer Associates International, Inc." with "CA" or "CA, Inc.", as applicable, to reflect the change in the Company's name:

- Computer Associates Savings Harvest Plan, as amended
- Computer Associates International, Inc. 2002 Incentive Plan, as amended and restated
- Computer Associates International, Inc. 1991 Stock Incentive Plan, as amended
- Computer Associates International, Inc. 2003 Compensation Plan for Non-Employee Directors
- Computer Associates International, Inc. 2002 Compensation Plan for Non-Employee Directors
- Computer Associates International, Inc. Year 2000 Employee Stock Purchase Plan

FURTHER RESOLVED, that each officer of the Company is hereby authorized, in the name and on behalf of the Company, to sign, seal, execute, acknowledge, file, deliver and record all papers, instruments, agreements, documents and certificate, and to pay all charges, fees, taxes and other expenses, from time to time

necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law, or otherwise, as may be necessary or desirable to effectuate the immediately preceding resolution and to make any other amendments or modifications to such identified plans and any other benefits plans or programs (including registration statements, trust agreements and any other related documents) maintained or sponsored by the Company or any of its affiliates to reflect the change in the Company's name; and

FURTHER RESOLVED, that, after the Effective Time, each assistant secretary of the Company is hereby authorized, in the name and on behalf of the Company, to sign, seal, execute, acknowledge, file, deliver and record all papers, instruments, agreements, documents and certificate, and to pay all charges, fees, taxes and other expenses, from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law, or otherwise, as may be necessary or desirable in order to change the names of the Company's subsidiaries to reflect the change in the Company's name; and

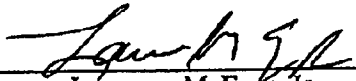
FURTHER RESOLVED, that, after the Effective Time, each officer of the Company is hereby authorized, in the name and on behalf of the Company, to sign, seal, execute, acknowledge, file, deliver and record all papers, instruments, agreements, documents and certificate, and to pay all charges, fees, taxes and other expenses, from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law, or otherwise, as may be necessary or desirable in order to incorporate a new subsidiary in the State of Delaware with the name "Computer Associates International, Inc."; and

FURTHER RESOLVED, that all actions to be taken or heretofore taken by any officer or agent of the Company in connection with any matter referred to or contemplated by any of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects; and

FURTHER RESOLVED, that each officer of the Company is authorized to do all acts and things and to sign, seal, execute, acknowledge, file, deliver and record all papers, instruments, agreements, documents and certificates, and to pay all charges, fees, taxes and other expenses, from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law, or otherwise, and to certify as having been adopted by this Board of Directors any form of resolution required by any law, regulation or agency, in order to effectuate the purpose of the foregoing resolutions or any of them or to carry out the transactions contemplated hereby.



IN WITNESS WHEREOF, I have executed this certificate as of the 30<sup>th</sup>  
day of January 2006.

  
Name: Lawrence M. Egan, Jr.  
Title: Assistant Secretary

# *Schedule of Trademarks*

<i>TrademarkName</i>	<i>RegNumber</i>	<i>RegDate</i>
NETREON	2676646	1/21/2003
SILENT RUNNER	2396342	10/17/2000
SILENT RUNNER & DESIGN	2499093	10/16/2001
TINY PERSONAL FIREWALL	2845448	5/25/2004
TINY SOFTWARE	2546921	3/12/2002
VET (Stylized Label)	2011913	10/29/1996