

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/30/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VISIGENIC SOFTWARE, INC.		03/30/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BORLAND SOFTWARE CORPORATION
Street Address:	20450 Stevens Creek Blvd, Ste 800
City:	Cupertino
State/Country:	CALIFORNIA
Postal Code:	95014-2265
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2209463	VISIBROKER

CORRESPONDENCE DATA

Fax Number: (408)280-2235
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 408-280-2233
 Email: MRG@TechMark.com
 Correspondent Name: TechMark a Law Corporation
 Address Line 1: 55 So. Market St., Sixteenth Floor
 Address Line 2: Attn: Martin R. Greenstein
 Address Line 4: San Jose, CALIFORNIA 95113-2327

ATTORNEY DOCKET NUMBER:	VISIBROKER-MERGERDOC
NAME OF SUBMITTER:	Martin R. Greenstein
Signature:	/Martin R Greenstein/

OP \$40.00 2209463

Date:

06/30/2006

Total Attachments: 5

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Delaware

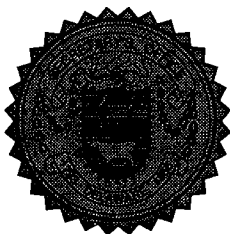
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"VISIGENIC SOFTWARE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BORLAND SOFTWARE CORPORATION" UNDER THE NAME OF "BORLAND SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2006, AT 8:50 O'CLOCK P.M.

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



2201708 8100M

060305147

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4639157

DATE: 04-03-06

TRADEMARK
REEL: 003339 FRAME: 0355

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VISIGENIC SOFTWARE, INC.

INTO

BORLAND SOFTWARE CORPORATION

Pursuant to Sections 103 and 253 of the
General Corporation Law of the State of Delaware

Borland Software Corporation, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns 100% of the outstanding shares of capital stock of Visigenic Software, Inc., a Delaware corporation (the "Subsidiary")

THIRD: The Board of Directors of the Corporation, by resolutions duly adopted at a meeting held on November 3, 2004 (true and correct copies of which are attached hereto as Exhibit A), has authorized the merger of the Subsidiary with and into the Corporation (the "Merger"). Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Corporation shall be the surviving corporation of the Merger (the "Surviving Corporation").

FIFTH: At the effective time of the Merger, the name of the Surviving Corporation shall be Borland Software Corporation.

SIXTH: The Merger shall become effective upon filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, Borland Software Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 30th day of March 2006.

BORLAND SOFTWARE CORPORATION

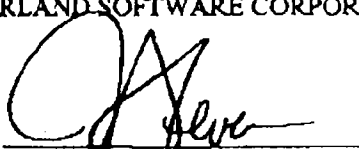
By: 
TIMOTHY J. STEVENS
SR. VP, GENERAL COUNSEL AND
CORPORATE SECRETARY

Exhibit A

WHEREAS, the Company previously developed a corporate structure consolidation plan (the "Plan") in accordance with the Company's overall business objectives;

WHEREAS, a series of transactions under such Plan have been effectuated by merging subsidiaries of the Company with and into the Company, whereby such subsidiaries ceased to exist and the Company succeeded as the surviving corporation;

WHEREAS, the Company desires to effect another series of merger transactions under such Plan and in line with its overall business objectives;

WHEREAS, such series of merger transactions involve the merging of ATC Acquisition Corporation, a wholly-owned subsidiary of the Company ("ATC"), Open Environment Corporation, a wholly-owned subsidiary of the Company ("OEC"), and Visigenic Software, Inc., a wholly-owned subsidiary of the Company ("Visigenic"), (collectively referred to as the "Subsidiaries"), with and into the Company, in a combined merger transaction or in a series of separate merger transactions, whereby the existence of the Subsidiaries will cease and the Company will succeed as the surviving corporation (the "Merger Transaction");

WHEREAS, Section 253 of the DGCL provides that in any case if a parent Delaware corporation owns at least ninety percent (90%) of each class of stock of a subsidiary corporation of the State of Delaware, or of a another corporation and one (1) of the corporations is a corporation of the State of Delaware, or any other state or states, or the District of Columbia and the laws of the other state or states, or the District of Columbia permits a corporation of such jurisdiction to merge with a corporation of another jurisdiction, the corporation having such stock ownership may merge the other corporation or corporations into itself and assume all of its or their obligations by resolution of the Board of Directors of the parent corporation and the filing of the appropriate certificate with the Secretary of State of the State of Delaware;

WHEREAS, the Company is legal and beneficial owner of all the outstanding shares of the Subsidiaries;

WHEREAS, the Subsidiaries are active and in good standing in their respective domicile states, but are non-operational;

WHEREAS, the Subsidiaries do not have any intercompany balances on the books of the Company;

WHEREAS, the Board of Directors deems it in the best interest of the Company and its stockholders to merge the Subsidiaries with and into it;

NOW THEREFORE, BE IT HEREBY:

RESOLVED, that the Merger Transaction is hereby approved and adopted in all respects; and further

RESOLVED, that by virtue of the Merger Transaction, each issued and outstanding share of the Subsidiaries, shall be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefore; and further

RESOLVED, that Merger Transaction shall become effective and the corporate existence of the Subsidiaries shall cease upon the filing of the appropriate certificate with the Secretary of State of Delaware; and further

RESOLVED, that the Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company shall not be amended and shall remain the Restated Certificate of Incorporation and the Amended and Restated Bylaws of the surviving corporation; and further

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized, directed and empowered in the name of and on behalf of the Company, to make, execute, file and deliver any and all agreements, consents, approvals, certificates, documents, instruments, papers, writings, or amendments thereto, as may be required to effectuate the Merger Transaction, and to comply with any state regulatory laws and any federal or state securities or corporation laws or other statutes, rules or regulations, and any international regulatory laws, statutes, rules or regulations, in connection with or in furtherance of the foregoing and to execute and deliver all other instruments, effect all filings and qualifications, and take all further actions, that any of them deems to be necessary or appropriate to carry out the purposes of the foregoing resolutions; and further

RESOLVED, that the Secretary or an Assistant Secretary be and hereby is, authorized, directed and empowered to certify such resolutions as having been adopted by the Board of Directors of the Company; and further

RESOLVED, that all actions previously taken by any officer of the Company in connection with the actions contemplated by the foregoing resolutions be, and hereby are, approved, adopted and ratified in all respects as the acts and deeds of the Company.