

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/01/2003		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Numerical Technologies, Inc.		02/28/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Synopsis, Inc.		
Street Address:	700 East Middlefield Road		
City:	Mountain View		
State/Country:	CALIFORNIA		
Postal Code:	94043		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2640857	CADABRA	
CORRESPONDENCE DATA			
Fax Number:	(650)938-5200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	650-988-8500		
Email:	trademark@fenwick.com		
Correspondent Name:	Meredith M. Pavia, Esq.		
Address Line 1:	801 California Street		
Address Line 2:	Silicon Valley Center		
Address Line 4:	Mountain View, CALIFORNIA 94041		
ATTORNEY DOCKET NUMBER:	22524-00070		
NAME OF SUBMITTER:	Meredith M. Pavia		
Signature:	/Meredith M. Pavia/		

CH \$40.00 2640857

Date:

04/17/2009

Total Attachments: 15

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K**CURRENT REPORT****Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934****Date of Report (Date of earliest event reported): January 12, 2003**

NUMERICAL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware(State or other jurisdiction
of incorporation)**000-30005**(Commission
File Number)**94-3232104**(IRS Employer
Identification No.)**70 West Plumeria Drive,
San Jose, California**

(Address of principal executive offices)

95134-2134

(Zip Code)

Registrant's telephone number, including area code: (408) 919-1910

(Former name or former address, if changed since last report)

TRADEMARK

Item 5. Other Events.

On January 12, 2003, Numerical Technologies, Inc. ("Numerical"), Synopsys, Inc. ("Synopsys") and Neon Acquisition Corporation, a wholly-owned subsidiary of Synopsys ("Purchaser"), entered into an Agreement and Plan of Merger (the "Merger Agreement"). A copy of the Merger Agreement is attached hereto as Exhibit 2.1. Concurrently with the execution of the Merger Agreement, Synopsys and certain of Numerical's executive officers and directors entered into a Stockholder Tender Agreement (the "Tender Agreement"), a copy of which is attached hereto as Exhibit 2.2.

Subject to the terms and conditions of the Merger Agreement, Purchaser will make a tender offer for all of the outstanding shares of Numerical's common stock at a price to the Numerical stockholders of \$7.00 per share (the "Offer"), which will be followed by a merger of Purchaser with and into Numerical, with Numerical to survive the merger and to become a wholly-owned subsidiary of Synopsys (the "Merger").

For further information, reference is made to the following exhibits, the contents of which are hereby incorporated by reference, (i) the Merger Agreement referred to above, (ii) the Tender Agreement referred to above, and (iii) the press release jointly issued by Numerical and Synopsys on January 13, 2003 announcing the signing of the Merger Agreement and the related Tender Agreement.

Numerical security holders and any potential investors in Numerical are advised to carefully read the tender offer statement on Schedule TO, the solicitation/recommendation statement on Schedule 14D-9 and any other documents Numerical or Synopsys files with the Securities and Exchange Commission in connection with the proposed tender offer or merger when such documents become available because they will contain important information about the proposed transaction. Investors and security holders may obtain free copies of these documents (when available) and other documents filed by Numerical at the SEC's website at www.sec.gov. These documents (when available) may also be obtained for free by contacting Investor Relations at (408) 919-1910 at Numerical.

The press release announcing the transaction was previously filed by Numerical filed on Schedule 14D-9 as a preliminary communication on January 12, 2003. The Offer is subject to several conditions, including the expiration of applicable waiting periods under antitrust laws and other customary conditions.

In addition, Numerical issued a Press Release dated as of January 15, 2003 announcing (i) operating results for Numerical's fourth quarter and fiscal year 2002 and (ii) a lawsuit filed against Numerical and its board of directors on January 14, 2003. The information that is set forth in Numerical's Press Release dated as of January 15, 2003 is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.**(c) Exhibits.**

- 2.1 Agreement and Plan of Merger dated as of January 12, 2003 among Numerical Technologies, Inc., Synopsys, Inc. and Neon Acquisition Corporation.

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- 2.2 Stockholder Tender Agreement dated as of January 12, 2003 among Synopsys, Inc., William H. Davidow, Abbas el Gamal, Narendra K. Gupta, Harvey Jones, Thomas Kailath, Richard Mora, Yagyensh C. Pati, Sushma Pati, Yao-Ting Wang, and Atul and Preethi Sharan.
- 99.1 Press Release dated January 13, 2003.*
- 99.2 Press Release dated January 15, 2003.

* Previously filed on Schedule 14D-9 as a preliminary communication.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 16, 2003

NUMERICAL TECHNOLOGIES, INC.

/s/ Naren Gupta

Naren Gupta
Chief Executive Officer and President

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INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Document</u>
2.1	Agreement and Plan of Merger dated as of January 12, 2003 among Numerical Technologies, Inc., Synopsys, Inc. and Neon Acquisition Corporation.
2.3	Stockholder Tender Agreement dated as of January 12, 2003 among Synopsys, Inc., William H. Davidow, Abbas el Gamal, Narendra K. Gupta, Harvey Jones, Thomas Kailath, Richard Mora, Yagyensh C. Pati, Sushma Pati, Yao-Ting Wang, and Atul and Preethi Sharan.
99.1	Press Release dated January 13, 2003.*
99.2	Press Release dated January 15, 2003.

* Previously filed on Schedule 14D-9 as a preliminary communication.

TRADEMARK

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NEON ACQUISITION CORPORATION
(a Delaware corporation)

INTO

NUMERICAL TECHNOLOGIES, INC.
(a Delaware corporation)

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

Neon Acquisition Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") does hereby certify that:

FIRST: The Corporation was organized and is existing under the DGCL and is a wholly owned subsidiary of Synopsys, Inc. ("Synopsys"), a corporation organized and existing under the DGCL.

SECOND: Numerical Technologies, Inc. ("Numerical") was organized and is existing under the DGCL.

THIRD: The Corporation owns at least ninety percent (90%) of the outstanding shares of the common stock, par value \$0.0001 per share (the "Common Stock"), of Numerical. The common stock is the sole outstanding class of capital stock of Numerical.

FOURTH: The sole director of the Corporation, by unanimous written consent without a meeting in accordance with Section 141(f) of the DGCL, duly adopted on February 28, 2003 the following resolutions attached as Exhibit A hereto which resolutions have not been amended or rescinded and are now in full force and effect.

FIFTH: The merger described in the resolutions of the sole director of the Corporation attached as Exhibit A hereto was approved by Synopsys, the sole stockholder of the Corporation, by written consent without a meeting in accordance with Section 228(a) of the DGCL on February 28, 2003, and such approval has not been amended or rescinded and is now in full force and effect.

SIXTH: The name of the surviving corporation in the merger shall be Numerical Technologies, Inc.

SEVENTH: This Certificate of Ownership and Merger shall become effective on March 1, 2003 at 12:05 a.m., Eastern time.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been signed on behalf of Neon Acquisition Corporation by a duly authorized officer on the 28 day of February, 2003.

NEON ACQUISITION CORPORATION

By: 

Name: Steven K. Shevick

Title: President

**UNANIMOUS WRITTEN CONSENT
OF THE SOLE DIRECTOR
OF
NEON ACQUISITION CORPORATION**

(February 28, 2003)

The undersigned, being the sole member of the Board of Directors of Neon Acquisition Corporation, a Delaware corporation (the "Corporation"), in lieu of acting at a meeting of the Board of Directors, hereby adopts the following by written consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL").

WHEREAS, the Corporation entered into an agreement and plan of merger, dated as of January 12, 2003 (the "Merger Agreement"), among Synopsys, Inc., a Delaware corporation ("Synopsys"), the Corporation and Numerical Technologies, Inc., a Delaware corporation ("Numerical"), which provides, among other things, for the acquisition of Numerical by Synopsys by means of a cash tender offer by the Corporation for all outstanding shares of common stock, par value \$0.0001 per share ("Common Stock"), of Numerical, and for the subsequent merger of the Corporation with and into Numerical with Numerical continuing as the surviving entity;

WHEREAS, the conditions precedent to the merger of the Corporation with and into Numerical, as set forth in the Merger Agreement, have been satisfied;

WHEREAS, the Corporation is the owner of at least ninety percent (90%) of all of the outstanding shares of Common Stock;

WHEREAS, the Common Stock is the only class of capital stock of Numerical issued and outstanding; and

WHEREAS, the Corporation now desires to merge itself into Numerical pursuant to the provisions of Section 253 of the DGCL (such action being referred to as the "Merger");

NOW THEREFORE BE IT

RESOLVED, that in the event the Merger is approved by Synopsys, the sole stockholder of the Corporation, in the manner set forth below, any officer of the Corporation shall execute and acknowledge a Certificate of Ownership and Merger, pursuant to Section 253 of the DGCL setting forth a copy of these resolutions to merge the Corporation into Numerical and shall file the same in the office of the Secretary of State of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County, and the

Merger shall be effective upon such filing of the Certificate of Ownership and Merger with the Secretary of State, in accordance with Section 103 of the DGCL;

RESOLVED that this Corporation be merged with and into Numerical, and that all of the estate, property, rights, privileges, powers, and franchises of this Corporation be vested in and held and enjoyed by Numerical as fully and entirely and without change or diminution as the same were before held and enjoyed by this Corporation in its name;

RESOLVED that Numerical assume all of the obligations of this Corporation;

RESOLVED that the effective time of the Certificate of Ownership and Merger shall be 12:05 a.m. (Eastern Standard Time) on March 1, 2003 (the "Effective Time"), and that, insofar as the DGCL shall govern the same, said time shall be the effective time of the merger;

RESOLVED that at the Effective Time:

Each share of the common stock, par value \$0.001, of the Corporation ("Corporation Common Stock") issued and outstanding immediately prior to the Effective Time shall be converted into a share of common stock, par value \$0.001 per share, of the Surviving Corporation;

Each issued and outstanding share of Common Stock, other than shares of Common Stock owned by Synopsys or Numerical or any of their respective wholly owned subsidiaries, and other than shares of Common Stock which are issued and outstanding immediately prior to the Effective Time and which are held by stockholders who did not vote in favor of the Merger and who meet all of the requirements of, and who comply with, all of the relevant provisions of Section 262 of the DGCL, shall be converted into the right to receive in cash \$7.00 per share without interest thereon;

Each share of Common Stock held by Synopsys or Numerical or any of their respective wholly-owned subsidiaries immediately prior to the Effective Time will be canceled and extinguished; and

The directors and officers of the Corporation immediately prior to the Merger shall be the initial directors and officers of the Surviving Corporation until their successors are duly elected or appointed and qualified;

RESOLVED, that the Merger be submitted to the sole stockholder of the Corporation in accordance with the DGCL, and that upon receiving the written consent of such stockholder the Merger shall be approved;

RESOLVED that the certificate of incorporation of Numerical Technologies, Inc. shall be restated in its entirety to read as the Restated Certificate of Incorporation attached as Exhibit A hereto;

RESOLVED, that the officers of the Corporation (each, an "Authorized Officer") be and each hereby is authorized to make and execute the Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect the Merger;

RESOLVED, that each Authorized Officer be, and each of them hereby is, authorized, directed and empowered to take any and all other actions and to execute, deliver, perform or file all such other agreements, instruments and documents as such Authorized Officer may deem necessary or appropriate in order to consummate the transactions contemplated by the Certificate of Ownership and Merger and otherwise to give effect to the intent of the foregoing resolutions and that the execution by any such Authorized Officer of any such agreement, instrument or document or the doing by any of them of any act in connection with the foregoing matters shall establish conclusively such Authorized Officer's authority therefor from the Corporation and the approval and ratification by the Corporation of such agreement, instrument or document and the actions so taken; and

RESOLVED, that any and all actions heretofore taken, and any and all things heretofore done, by any officer or director of the Corporation in connection with, or with respect to, the matters referred to in the foregoing resolutions be, and hereby are, confirmed as authorized and valid acts taken on behalf of the Corporation.

RESTATED CERTIFICATE OF INCORPORATION

EXHIBIT A

OF

NUMERICAL TECHNOLOGIES, INC.

FIRST: The name of the corporation is Numerical Technologies, Inc. (hereinafter referred to as the "Corporation").

SECOND: The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "Delaware Code").

FOURTH: (1) The total number of shares of stock which the Corporation is authorized to issue is 100 (one hundred), which shall consist of 100 (one hundred) shares of common stock, \$0.001 par value per share ("Common Stock").

(2) The holders of Common Stock shall have the following rights and preferences:

(i) Holders of Common Stock shall be entitled to receive such dividends, if any, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation that are legally available therefor.

(ii) On all matters upon which stockholders are entitled to vote, every holder of Common Stock shall be entitled to one (1) vote in person or by proxy for each share of Common Stock standing in its name on the transfer books of the Corporation.

(iii) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, holders of Common Stock shall receive a per share distribution of any assets remaining after payment or provision for liabilities, if any.

(3) The shares of capital stock of the Corporation may be issued by the Corporation from time to time for such consideration as from time to time may be fixed by the Board of Directors of the Corporation.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders

called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities herein before or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the statutes of the State of Delaware, of this Certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SIXTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or (iv) for any transaction from which the director derived an improper personal benefit. Neither the amendment or repeal of this provision, nor the adoption of any provisions of this Certificate or the by-laws of the Corporation or of any statute inconsistent with this provision, shall eliminate or reduce the effect of this provision in respect of any acts or omissions occurring, or any causes

of action, suits or claims that, but for this provision would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

SEVENTH: (1) The Corporation shall indemnify its directors and officers to the full extent permitted by applicable law. The Corporation shall advance expenses for such persons pursuant to the terms set forth in the by-laws, or in a separate directors' resolution or contract.

(2) The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such by-laws, resolutions, contracts, or further indemnification and expense advancement arrangements implementing these provisions as may be permitted by-law, including the purchase and maintenance of insurance. Such by-laws, resolutions, contracts, or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity, or advancement of expenses, shall be made.

(3) No amendment or repeal of this provision shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the

application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

This Restated Certificate of Incorporation was duly adopted by unanimous written consent of the sole director and the sole stockholder of the Corporation in accordance with the applicable provisions of Section 141, 228, 242 and 245 of the Delaware Code.