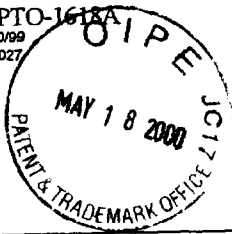


FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

06-30-2000

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK



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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  
Effective Date  
Month Day Year  
04/25/00
- Change of Name
- Other \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Stingray Software Company, Inc.

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Wisconsin

1801907

#### Receiving Party

Mark if additional names of receiving parties attached

Name MERANT Inc.

DBA/AK/A/T/A \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 701 E. Middlefield Road

Address (line 2) \_\_\_\_\_

Address (line 3) Mountain View  
City

CA  
State/Country

94043  
Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization California

#### FOR OFFICE USE ONLY

06/30/2000 DMGUYEN 00000036 1801907

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
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TRADEMARK  
REEL: 002094 FRAME: 0546

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,801,907"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:  
Deposit Account

Enclosed  Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Fritz K. Koehler

5/9/00

Name of Person Signing

Signature

Date Signed

ARTICLES OF MERGER

Domestic Stock For Profit Corporation  
With  
Foreign Licensed Corporation

These Articles of Merger are executed by the undersigned pursuant to Sections 180.1105 and 180.1107 of the Wisconsin Business Corporation law:

A. The name and state of incorporation of the merging corporation is: Stingray Software Company, Inc. a Wisconsin corporation.

B. The name and state of incorporation of the surviving corporation is: MERANT Inc., a California corporation.

C. The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

D. The Plan was approved by each foreign corporation that is a party to the merger, in accordance with the laws of the state under which it was incorporated, and by each domestic corporation that is a party to the merger in accordance with Sec. 180.1104 (1), Wis. Stats.

E. These Articles of Merger, when filed, shall be effective at the time and date set by Sec. 180.0123(1), Wis. Stats.

F. MERANT Inc., a California corporation and the sole shareholder of Stingray Software Company, Inc., has waived the requirement of mailing the Plan set forth in Section 180.1104, Wis. Stats.

G. Executed on April 25, 2000 by the surviving corporation on behalf of all parties to the merger.

MERANT Inc.

By: Fritz K. Koehler  
Fritz K. Koehler, Secretary

APR 27 2000

RECEIVED - DEPT OF  
FINANCIAL INSTITUTIONS  
STATE OF WISCONSIN  
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THIS DOCUMENT }  
WAS DRAFTED BY } *Outside Wisconsin*

**EXHIBIT A**

**PLAN OF MERGER**

- I. Name and state of incorporation of merging (non-surviving) corporation:  
Stingray Software Company, Inc., a Wisconsin corporation.
  
- II. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of surviving corporation:  
MERANT Inc., a California corporation.
  
- III. State the terms and conditions of the merger:  
MERANT Inc. will merge its wholly-owned subsidiary into itself.
  
- IV. State the manner and basis of converting the shares of each non-surviving corporation:  
No shares, cash or property of any kind will be issued in exchange for the shares of Stingray Software Company, Inc., since it is being merged into its parent corporation which holds all of its outstanding capital stock.
  
- V. State any amendments to the surviving domestic corporation's articles of incorporation:  
None.
  
- VI. State any other provisions:  
None.

APR 27 1990

MERANT INC.

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS

Effective as of April 25, 2000

Pursuant to Section 307(b) of the California Corporations Code, the undersigned, being all of the members of the Board of Directors of MERANT Inc., a California corporation (the "Company"), hereby adopt and approve the following resolutions by unanimous written consent without a meeting:

**WHEREAS**, the Company owns all of the outstanding shares of Stingray Software Company, Inc., a Wisconsin corporation (the "Subsidiary");

**WHEREAS**, it is deemed to be in the best interests of the Company to effect a merger of the Subsidiary into the Company;

**RESOLVED**, that this corporation merge Stingray Software Company, Inc., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110 of the California Corporations Code;

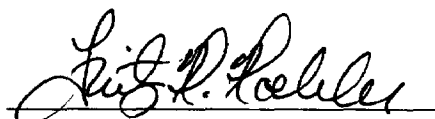
**RESOLVED FURTHER**, that the Company hereby assumes all the liabilities, including but not limited to the tax liabilities of the Subsidiary;

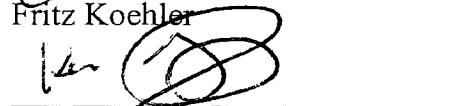
**RESOLVED FURTHER**, that the certificate of ownership (the "Certificate of Ownership") and the articles of merger to be filed by the Subsidiary, the forms of which are attached hereto as Exhibits A and B, respectively, are hereby approved;

**RESOLVED FURTHER**, that the Company merge the Subsidiary into itself as of the effective date of the Certificate of Ownership to be filed pursuant to Section 1110 of the California Corporations Code; and

**RESOLVED FURTHER**, that the officers of the Company and each of them with full authority to act without the others, are hereby authorized to execute, verify and file a Certificate of Ownership pursuant to Section 1110 of the California Corporations Code and to take such further actions as may be necessary or proper to accomplish such merger.

This action may be executed in any number of counterparts, each of which so executed and delivered shall be deemed an original, and such counterparts together shall constitute one consent. This action is effective, and the resolutions adopted, as of the date first above written.

  
Fritz Koehler

  
Ken Sexton

  
Michael Wright

**STINGRAY SOFTWARE COMPANY, INC.**  
**ACTION BY UNANIMOUS WRITTEN CONSENT**  
**OF THE BOARD OF DIRECTORS**

**Effective as of April 25, 2000**

Pursuant to Section 180.021 of the Wisconsin Business Corporation Law, the undersigned, being all of the members of the Board of Directors of Stingray Software Company, Inc., a Wisconsin corporation (the "Company"), hereby adopt and approve the following resolutions by unanimous written consent without a meeting:

**Authorization of a Merger.**

**WHEREAS**, the Company's sole shareholder, MERANT Inc., a California corporation "MERANT"), has determined that it is in MERANT's best interest to merge the Company into itself;

**WHEREAS**, the Board of Directors of the Company believes that it is in the best interests of the Company that such merger occur;

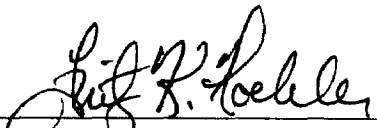
**RESOLVED**, that the Company merge into MERANT pursuant to Sections 180.1104, 180.1105 and 180.1107 of the Wisconsin Business Corporation Law;

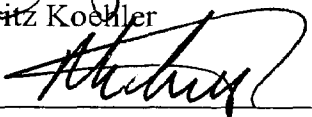
**RESOLVED FURTHER**, that the articles of merger (including the plan of merger attached thereto) (together, the "Articles of Merger") and the certificate of ownership to each be filed by MERANT (the "Certificate of Ownership"), the forms of which are attached hereto as Exhibits A and B, respectively, are hereby adopted and approved;

**RESOLVED FURTHER**, that the Articles of Merger be effective as of the date that the Certificate of Ownership is filed, which such date shall not be earlier than the date that the Articles of Merger are filed; and

**RESOLVED FURTHER**, that the officers of the Company and each of them with full authority to act without the others, are hereby authorized to execute, deliver and file all agreements, documents and instruments and take or cause to be taken all such actions as may be necessary or appropriate to effect the merger as contemplated by the Articles of Merger, including delivering the Articles of Merger to the Secretary of State of Wisconsin for filing and obtaining any waivers of mailing necessary pursuant to Section 180.1104 of the Wisconsin Business Corporation Law.

This action may be executed in any number of counterparts, each of which so executed and delivered shall be deemed an original, and such counterparts together shall constitute one consent. This action is effective, and the resolutions adopted, as of the date first above written.

  
\_\_\_\_\_  
Fritz Koehler

  
\_\_\_\_\_  
Michael Wright



**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of   1   page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

***IN WITNESS WHEREOF***, I execute this certificate and affix the Great Seal of the State of California this day of

MAY - 8 2000



*Bill Jones*

Secretary of State

A0544615

CERTIFICATE OF OWNERSHIP

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

APR 26 2000

Rene Welvaert and Fritz Koehler certify that:

BILL JONES, Secretary of State

1. They are the Vice President and the Secretary, respectively, of MERANT Inc., a California corporation.
2. MERANT Inc. owns all the outstanding shares of Stingray Software Company, Inc., a Wisconsin corporation.
3. The board of directors of this corporation duly adopted the following resolution:

**RESOLVED**, that this corporation merge Stingray Software Company, Inc., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110 of the California Corporations Code.

We further declare under penalty of perjury under the laws of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 25, 2000



Rene Welvaert, Vice President



Fritz Koehler, Secretary

