



Tab settings

To the Honorable Commissioner of Patents and Trademarks, 101534812, original documents or copy thereof.

1. Name of conveying party(ies): MRD 12,500  
Advance Planning Solutions, Inc.

- Individual(s)
- General Partnership
- Corporation-State - California
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: April 14, 2000

2. Name and address of receiving party(ies)

Name: PeopleSoft, Inc.  
 Internal Address: BLDG. C, 4th Floor  
 Street Address: 4305 Hacienda Drive  
 City: Pleasanton, State: CA ZIP: 94588

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1917172

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gigi Remington  
 Internal Address: BLDG. C, 4th Floor  
 Street Address: 4305 Hacienda Drive  
 City: Pleasanton, State: CA ZIP: 94588

6. Total number of applications and registrations involved: One

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481

40.00 OP

DO NOT USE THIS SPACE

9. 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.

GIGI REMINGTON  
Name of Person Signing

Signature

12/14/00  
Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments

12/06/2000 DNGUYEN 00000003 1917172 01 FC:484

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"ADVANCE PLANNING SOLUTIONS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PEOPLESOFT, INC." UNDER THE NAME OF "PEOPLESOFT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000, AT 4:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF APRIL, A.D. 2000.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001358308

AUTHENTICATION: 0560152

DATE: 07-14-00

TRADEMARK  
REEL: 002158 FRAME: 0062

**CERTIFICATE OF OWNERSHIP**

**MERGING**

**Advance Planning Solutions, Inc.**  
**(a California corporation)**

**WITH AND INTO**

**PeopleSoft, Inc.**  
**(a Delaware corporation)**

**PURSUANT TO SECTION 253 OF THE  
GENERAL CORPORATION LAW OF DELAWARE**

PeopleSoft, Inc., a corporation incorporated on the 13th day of August, 1987 pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify the following:

**FIRST:** That, as of the Effective Time (as defined below), this Corporation (the "Surviving Corporation") owns all (100%) of the outstanding capital stock of Advance Planning Solutions, Inc. (the "Disappearing Corporation"), a corporation incorporated under the laws of the State of California.

**SECOND:** That this Corporation, by a resolution of its Board of Directors duly adopted on the 24th day of April, 2000, determined to and, subject to the conditions set forth in such resolutions, does merge Advance Planning Solutions, Inc. into itself, to be effective April 30, 2000, at 11:59 p.m., Eastern Time (the "Merger"):

**MERGER OF ADVANCE PLANNING SOLUTIONS, INC. INTO CORPORATION**

WHEREAS, pursuant to the Merger Agreement, dated as of April 14, 2000 by and among PeopleSoft, Inc., Evergreen Acquisition Corporation, Advance Planning Solutions, Inc. ("APS"), Marshall Miller as securityholder representative and State Street Bank and Trust Company of California, N.A. as escrow agent (the "Merger Agreement"), Evergreen Acquisition Corporation will be merged with and into APS such that APS will become a wholly owned subsidiary of the corporation (the "First Merger").

WHEREAS, the First Merger has been approved by the Boards of Directors of the corporation, Evergreen Acquisition Corporation and APS in accordance with the provisions of General Corporation Law of the States of Delaware and California, as applicable, and shall have been approved by the shareholders of APS prior to the closing of the First Merger.

WHEREAS, in connection with the First Merger, APS shall file a Certificate of Merger and an Agreement of Merger on or about April 28, 2000, with the Secretaries of State of Delaware and California, respectively, providing that the First Merger shall become effective on April 30, 2000 around or about at 11:58 p.m., Eastern Time (the "Effective Time").

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:01 PM 04/28/2000  
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WHEREAS, upon the Effective Time of the First Merger, APS will become a wholly owned subsidiary of the corporation ("New APS").

WHEREAS, it has been proposed that the ownership and operation of the corporation and New APS be consolidated.

WHEREAS, to effect such consolidation, it has been proposed that, immediately after the Effective Time, New APS be merged with and into the corporation with the corporation continuing its corporate existence as the surviving corporation (the "Surviving Corporation") of the merger (the "Second Merger"), and pursuant to which: (i) effective 11:59 p.m. Eastern Time, April 30, 2000 (the "Effective Date"), New APS would merge with and into the corporation with the corporation continuing its corporate existence as the Surviving Corporation of the Second Merger, (ii) New APS would cease to exist, (iii) each outstanding share of capital stock of New APS would be automatically canceled, (iv) all assets of New APS would be transferred to and vested in the corporation by operation of law, and (v) all debts and liabilities of New APS would be assigned to and assumed by the corporation by operation of law.

WHEREAS, for federal income tax purposes, it is intended that the Second Merger will qualify as a tax-free reorganization within the meaning of Section 332 of the Internal Revenue Code.

WHEREAS, the Board of Directors has determined that it is desirable and in the best interests of the corporation and its stockholders to consummate the Second Merger, subject to the consummation of the First Merger, and in accordance with the terms and conditions set forth herein.

NOW, THEREFORE, BE IT RESOLVED, that the Second Merger be, and it hereby is, approved.

RESOLVED FURTHER, that each officer of the corporation, acting alone or in concert, is hereby authorized and directed, in the name and on behalf of the corporation, to take such action as necessary to carry the Second Merger into effect and cancel the shares of outstanding capital stock of New APS.

RESOLVED FURTHER, that each officer of the corporation acting alone or in concert, is hereby authorized and directed, in the name and on behalf of the corporation, to prepare, execute and deliver or file such other documents and to take such further actions, including without limitation the preparation, execution and filing of certificates of ownership or merger with the Delaware Secretary of State and the California Secretary of State, as such officer may deem necessary or proper in order to consummate the Second Merger, such necessity or propriety to be conclusively evidenced by such officer's execution, delivery or filing of such documents or taking of such actions.

RESOLVED FURTHER, that each officer of the corporation, acting alone or in concert, is hereby authorized and directed, in the name and on behalf of the corporation, to prepare, execute and deliver such documents and to take such actions as such officer may deem necessary or proper in order to obtain any required contractual consents to the Second Merger from third

parties, such necessity or propriety to be conclusively evidenced by such officer's execution or delivery of such documents or taking of such actions.

**RESOLVED FURTHER**, that each officer of the corporation, acting alone or in concert, is hereby authorized and directed, in the name and on behalf of the corporation, to prepare, execute and deliver or file such documents and to take such actions, including without limitation the preparation, execution and filing of patent, trademark or servicemark assignments with the United States Patent Office or other appropriate agencies, as such officer may deem necessary or proper in order to transfer New APS registrations to the corporation, such necessity or propriety to be conclusively evidenced by such officer's execution, delivery or filing of such documents or taking of such actions.

**RESOLVED FURTHER**, that any action heretofore or hereafter taken by any officer or director of the corporation consistent with the authority granted by these resolutions is hereby ratified, confirmed and approved as the act and deed of the corporation.

**THIRD:** No other approvals of the Merger are required under California or Delaware law.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Ownership on behalf of PeopleSoft, Inc. as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Ownership is the act and deed of such corporation and that the facts stated herein are true.

DATED: April 28, 2000

PeopleSoft, Inc.,  
a Delaware corporation

By: \_\_\_\_\_

Name: Stephen F. Hill

Title: Vice President and Chief Financial Officer

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