

01-30-2001

FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

1/30/01

RE



SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

VANTIVE CORPORATION

- Individual(s)
- General Partnership
- Corporation-State - DELAWARE
- 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: DECEMBER 31, 1999

2. Name and address of receiving party(ies)

Name: PEOPLESOFT, INC.

Internal Address: BLDG. C, 4th FL.

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)

1879607

Additional numbers attached? Yes No

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

Name: GIGI REMINGTON, ESQ.

Internal Address: BLDG. C, 4th FL.

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: 501730

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

01/30/2001 AAHMED1 00000076 501730 1879607

DO NOT USE THIS SPACE

01 FC:381 40.00 CH
02 STATE:120.00 CH

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

1/29/01
Date

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

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

TRADEMARK
REEL: 002182 FRAME: 0903

CERTIFICATE OF OWNERSHIP

MERGING

**The Vantive Corporation
(a Delaware 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 owns all of the capital stock of The Vantive Corporation, a corporation incorporated under the laws of the State of Delaware.

SECOND: That this Corporation, by a resolution of its Board of Directors duly adopted by unanimous written consent dated as of the 30th day of December, 1999, determined to and, subject to the conditions set forth in such resolutions, does merge The Vantive Corporation into itself, to be effective December 31, 1999, at 11:59 p.m., Eastern Time:

MERGER OF THE VANTIVE CORPORATION INTO CORPORATION

WHEREAS, pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 11, 1999, by and among PeopleSoft, Inc., a Delaware corporation ("PeopleSoft"), Vickers Acquisition, Inc., a Delaware corporation and wholly owned subsidiary of PeopleSoft ("Acquisition"), and The Vantive Corporation, a Delaware corporation ("Vantive"), Acquisition will be merged with and into Vantive such that Vantive will become a wholly owned subsidiary of PeopleSoft (the "First Merger");

WHEREAS, the First Merger has been approved by the Boards of Directors of PeopleSoft, Acquisition and Vantive in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware and was approved by the stockholders of Vantive at a special meeting on December 29, 1999;

WHEREAS, in connection with the First Merger, Vantive filed a Certificate of Merger on December 30, 1999, and pursuant to Section 103(d) of the Delaware General Corporation Law, the First Merger shall become effective on December 31, 1999 at 11:59 p.m., Eastern Time (the "Effective Time");

WHEREAS, upon the Effective Time of the First Merger, Vantive will become a wholly owned subsidiary of PeopleSoft ("New Vantive");

WHEREAS, it has been proposed that the ownership and operation of PeopleSoft and New Vantive be consolidated;

WHEREAS, to effect such consolidation, it has been proposed that, immediately after the Effective Time, New Vantive be merged with and into PeopleSoft with PeopleSoft 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, December 31, 1999 (the "Effective Date"), New Vantive would merge with and into PeopleSoft with PeopleSoft continuing its corporate existence as the Surviving Corporation of the Second Merger, (ii) New Vantive would cease to exist, (iii) each outstanding share of capital stock of New Vantive would be automatically canceled, (iv) all assets of New Vantive would be transferred to and vested in PeopleSoft by operation of law and (v) all debts and liabilities of New Vantive would be assigned to and assumed by PeopleSoft 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; and

WHEREAS, the Board of Directors has determined that it is desirable and in the best interests of PeopleSoft 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 PeopleSoft, acting alone or in concert, is hereby authorized and directed, in the name and on behalf of PeopleSoft, to take such action as necessary to carry the Second Merger into effect and cancel the shares of outstanding capital stock of New Vantive;

RESOLVED FURTHER, that each officer of PeopleSoft acting alone or in concert, is hereby authorized and directed, in the name and on behalf of PeopleSoft, 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, 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 PeopleSoft, acting alone or in concert, is hereby authorized and directed, in the name and on behalf of PeopleSoft, 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 PeopleSoft, acting alone or in concert, is hereby authorized and directed, in the name and on behalf of PeopleSoft, 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 Vantive registrations to PeopleSoft, such necessity or propriety to be conclusively evidenced by such officer's execution, delivery or filing of such documents or taking of such actions; and

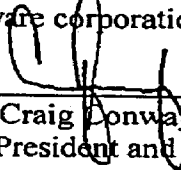
RESOLVED FURTHER, that any action heretofore or hereafter taken by any officer or director of the Corporation consistent with the authority granted by these resolutions is hereby ratified, confirmed and approved as the act and deed of the Corporation.

[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: December 30, 1999

PeopleSoft, Inc.,
a Delaware corporation

By: 
Name: Craig Conway
Title: President and Chief Executive Officer

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