

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings → → →

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

1. Name of conveying party(ies):

HNC Insurance Solutions, Inc.

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State: **California**

Other:

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

2. Name and address of receiving party(ies)

Name: **HNC Software, Inc.**

Internal Address:

Street Address: **110 Theory**

City: **Irvine** State: **California** Zip: **92610-3311**

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other:

Execution Date: **August 1, 2002**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2448091

1678067

2550279

Additional number(s) attached Yes No

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

Name **Laura C. Gustafson**

Internal Address **Calendar/Docketing Department**

P.O. Box **7880**

San Francisco, CA 94120-7880

Street Address: **50 Fremont St.**

City: **San Francisco** State: **CA** Zip: **94105**

6. Total number of applications and registrations involved:3

7. Total fee (37 CFR 3.41).....\$90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

502214 (Our Ref.: 027339/0263594)

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

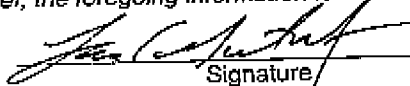
DO NOT USE THIS SPACE

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.

Laura C. Gustafson

Name of Person Signing



Signature

August 4, 2003

Date

Total number of pages including cover sheet, attachments, and document: **11**

CH \$90.00 502214 2448091

Sent By: Computer Specialists;

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Aug-2-03 8:42;

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:03 AM 08/01/2003
 020491910 - 2497241

**CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING
 HNC INSURANCE SOLUTIONS, INC.
 (a California Corporation)
 INTO
 HNC SOFTWARE INC.
 (a Delaware Corporation)**

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

John Mutch and Kenneth J. Saunders hereby certify that:

1. They are the President and Secretary, respectively, of HNC Software Inc., a Delaware corporation (the "Company"). (Parent)
2. The Company owns all of the outstanding shares of the capital stock of HNC Insurance Solutions, Inc., a corporation incorporated under the laws of California ("HNCIS"). (Subsidiary)
3. The Board of Directors of the Company duly approved and adopted the following resolutions by unanimous written consent dated as of July 24, 2002:

WHEREAS, the Company owns one hundred percent (100%) of the issued and outstanding shares of the capital stock of HNC Insurance Solutions, Inc., a California corporation ("HNCIS") and the Company's Board of Directors has determined it to be in the best interests of the Company to merge HNCIS with and into the Company in a statutory short form merger (the "HNCIS Merger") pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, with the Company to be the surviving corporation of such HNCIS Merger;

NOW, THEREFORE, BE IT RESOLVED, that the HNCIS Merger is hereby approved, and that, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, the Company shall merge HNCIS with and into the Company, with the Company being the surviving corporation of such HNCIS Merger, and upon the effectiveness of such HNCIS Merger the Company will acquire all the assets and properties and assume all of the liabilities and obligations of HNCIS; and

RESOLVED, FURTHER, that, in order to carry out the HNCIS Merger, the appropriate officers of the Company are hereby authorized and directed, on behalf of the Company, to cause the Company to execute, deliver and file a Certificate of Ownership and Merger with the Delaware Secretary of State and a Certificate of Ownership with the California Secretary of State, and to execute, deliver and file such additional documents (including but not limited to assumptions of franchise or other tax liability of HNCIS) or perform such other acts as are determined to be necessary or appropriate to carry out the merger of HNCIS into the Company as described above; and

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Page 012

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Aug-2-03 13:43;

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nt By: Computer Specialists;

6744976;

RESOLVED, FURTHER, that the officers of the Company, and each of them acting without the others, are hereby authorized and directed to take such further actions, and to execute and deliver such further documents, as they may deem to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized President and Secretary this 1st day of August, 2002.

HNC SOFTWARE INC.,
a Delaware corporation

By: [Signature]
John Mich, President

By: _____
Kenneth J. Saunders, Secretary

[Signature Page to Delaware Certificate of Ownership and Merger
of HNC Insurance Solutions, Inc. with and into HNC Software Inc.]

ent By: Computer Specialists;

8744978;

RESOLVED, FURTHER, that the officers of the Company, and each of them acting without the others, are hereby authorized and directed to take such further actions, and to execute and deliver such further documents, as they may deem to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized President and Secretary this 1st day of August, 2002.

HNC SOFTWARE INC.,
a Delaware corporation

By: _____
John Murch, President

By: _____
Kenneth J. Saunders, Secretary

[Signature Page to Delaware Certificate of Ownership and Merger
of HNC Insurance Solutions, Inc. with and into HNC Software Inc.]

RMB ENTERPRISES

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State of California

SECRETARY OF STATE
CERTIFICATE OF FILING

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

That on the 1st day of August, 2002, there was filed in this office a(n)
Certificate of Ownership merging HNC INSURANCE SOLUTIONS, INC., a
California corporation, into HNC SOFTWARE INC., a(n) Delaware corporation.

Further, that according to our records said merged California corporation has
ceased to exist as a separate corporate entity.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of August 2, 2002.



Bill Jones
BILL JONES
Secretary of State

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RMB ENTERPRISES

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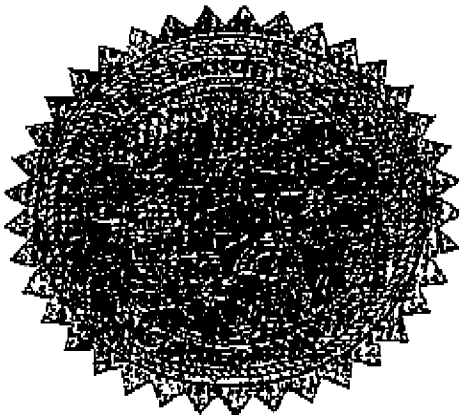


SECRETARY OF STATE

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

That the attached transcript of 3 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



AUG - 2 2002

Bill Jones

Secretary of State

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RMB ENTERPRISES

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

AUG - 1 2002

BILL JONES, Secretary of State

**CERTIFICATE OF OWNERSHIP
OF
HNC SOFTWARE INC.
(a Delaware Corporation)**

John Mutch and Kenneth J. Saunders hereby certify that:

1. They are the President and Secretary, respectively, of HNC Software Inc., a Delaware corporation (the "Company"). (Parent)
2. The Company owns one hundred percent (100%) of the outstanding shares of capital stock of HNC Insurance Solutions, Inc., a California corporation ("HNCIS"). (Subsidiary)
3. The Board of Directors of the Company duly approved and adopted the following resolutions by a unanimous written consent dated as of July 24, 2002:

WHEREAS, the Company owns one hundred percent (100%) of the issued and outstanding shares of the capital stock of HNC Insurance Solutions, Inc., a California corporation ("HNCIS") and the Company's Board of Directors has determined it to be in the best interests of the Company to merge HNCIS with and into the Company in a statutory short form merger (the "HNCIS Merger") pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, with the Company to be the surviving corporation of such HNCIS Merger;

NOW, THEREFORE, BE IT RESOLVED, that the HNCIS Merger is hereby approved, and that, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code, the Company shall merge HNCIS with and into the Company, with the Company being the surviving corporation of such HNCIS Merger, and upon the effectiveness of such HNCIS Merger the Company will acquire all the assets and properties and assume all of the liabilities and obligations of HNCIS; and

RESOLVED, FURTHER, that, in order to carry out the HNCIS Merger, the appropriate officers of the Company are hereby authorized and directed, on behalf of the Company, to cause the Company to execute, deliver and file a Certificate of Ownership and Merger with the Delaware Secretary of State and a Certificate of Ownership with the California Secretary of State, and to execute, deliver and file such additional documents (including but not limited to assumptions of franchise or other tax liability of HNCIS) or perform such other acts as are determined to be necessary or appropriate to carry out the merger of HNCIS into the Company as described above; and

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RESOLVED, FURTHER, that the officers of the Company, and each of them acting without the others, are hereby authorized and directed to take such further actions, and to execute and deliver such further documents, as they may deem to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

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.

Dated: August 1, 2002

By: 
John Much, President

Dated: August 1, 2002

By: _____
Kenneth J. Saunders, Secretary

[Signature Page to California Certificate of Ownership]

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RMB ENTERPRISES

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RESOLVED, FURTHER, that the officers of the Company, and each of them acting without the others, are hereby authorized and directed to take such further actions, and to execute and deliver such further documents, as they may deem to be necessary, advisable or appropriate to carry into effect the purposes and intent of the foregoing resolutions.

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.

Dated: August 1, 2002

By: _____
John Mutch, President

Dated: August 1, 2002

By: KJC
Kenneth J. Saunders, Secretary

[Signature Page to California Certificate of Ownership]

