

03-27-2000

ASSIGN



SHEET

101305327

To: Honorable Commissioner of Patents and Trademarks:

Please record the attached original document(s) or copy thereof.

- 1. Name of conveying party(ies)
 - a) Pure Atria Corporation
- 2. Name and address of receiving party(ies):
 - a) Name: Rational Software Corporation
 - b) Address: 2800 San Tomas Expressway
Santa Clara, CA 95051

2-23-00

- 3. Nature of conveyance

<input type="checkbox"/> Assignment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name
<input type="checkbox"/> Other _____	<input type="checkbox"/> License Agreement

Execution Date: July 30, 1997

- 4. Application Number(s) or Patent Number(s): 5,649,200

The title of the (new) application is:

DYNAMIC RULE-BASED VERSION CONTROL SYSTEM

- 5. Please send all correspondence concerning this (these) documents to:

Customer No. 21912
 Ritter, Van Pelt & Yi LLP
 4906 El Camino Real, Suite 205
 Los Altos, CA 94022
 (650) 903-3500 (PH)
 (650) 903-3501 (FX)

- 6. Total number of applications and patents involved: 1

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

- Enclosed
- Any deficiencies are hereby authorized to be charged to Deposit Account No. 50-0685 (Order No. RATLP010C1)

- 8. 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.

Date: February 16, 2000

Michael J. Ritter
 Registration No. 36,653

03/24/2000 DNGUYEN 00000353 5649200

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40.00 DP

Attorney Docket No. RATLP010C1

PURE ATRIA CORPORATION
(a Delaware Corporation)

CERTIFICATE OF APPROVAL OF MERGER

Read Hastings, President and Chief Executive Officer, and Chuck Bay, Chief Financial Officer, of the Pure Atria Corporation, a corporation duly organized under the laws of the State of Delaware (the "*Corporation*"), hereby certify that:

- (1) The corporation has two classes of stock authorized, "Common Stock" and "Preferred Stock";
- (2) There were 43,316,558 shares of Common Stock outstanding and entitled to vote as of the record date ("*Record Date*") and entitled to vote at a duly called special meeting (the "*Special Meeting*") of the stockholders of the Corporation held on July 30, 1997 at which a quorum was present and acting throughout, pursuant to which the Agreement and Plan of Reorganization, dated as of April 7, 1997, by and among Rational Software Corporation, Wings Merger Corporation and the Corporation (the "*Reorganization Agreement*") was approved;
- (3) No shares of the Corporation's authorized Preferred Stock were issued and outstanding as of the Record Date;
- (4) The principal terms of the Reorganization Agreement were approved by the Board of Directors and by the affirmative vote of a number of shares of the Corporation's Common Stock which equaled or exceeded the vote required; and
- (5) The percentage vote required was the affirmative vote of a majority of the outstanding Common Stock of the Corporation entitled to vote on the Reorganization Agreement at the Special Meeting.

IN WITNESS WHEREOF, the undersigned further declare that each has read the

foregoing certificate and knows the contents thereof and that the same is true of his own knowledge.

Executed in Palo Alto, California on July 30, 1997.



**Reed Hastings, President and Chief
Executive Officer**



Chuck Bay, Chief Financial Officer