

06-01-2000



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PATENT

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RECORDATION FORM COVER SHEET
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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
- Merger
- Security Agreement
- Change of Name
- Other _____

U.S. Government

(For Use ONLY by U.S. Government Agencies)

5414712

- Departmental File
- Secret File

Attorney Docket No: 02114.P013

Conveying Party (ies)

Mark if additional names of conveying parties attached

Execution Date		
Month	Day	Year
03	27	1996

Name (1st party) Progressive Computing, Inc.

Name (2nd party) _____

Name (3rd party) _____

Name (4th party) _____

Receiving Party

Mark if additional names of receiving parties attached

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 is attached. (Designation must be a separate document from Assignment.)

Name (line 1) ProTools, Inc.

Name (line 2) a corporation of Delaware

Address (line 1) 15220 N. W. Greenbriar Parkway

Address (line 2) Suite 100

Address (line 3)	Beaverton	OR	97006
	City	State/Country	Zip Code

Domestic Representative Name and Address

(Complete only if receiving party is not domiciled in the United States)

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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PATENT

REEL: 010814 FRAME: 0088

Correspondent Name and Address

Area Code and Telephone Number 408 720 8300

Name James H. Salter

Address (line 1) Blakely, Sokoloff, Taylor & Zafman LLP

Address (line 2) 12400 Wilshire Boulevard

Address (line 3) Seventh Floor

Address (line 4) Los Angeles, CA 90025

Pages

Enter the total number of pages of the attached conveyance document.

5

Application Number (s) or Patent Number (s)

Mark if additional numbers attached

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

Patent Application Number (s)

Patent Number (s)

5,414,712

If this document is being filed together with a **new** Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a
U.S. Application Number has not been
assigned.

PCT _____ PCT _____ PCT _____
PCT _____ PCT _____ PCT _____

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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: # 02-2666

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.

James H. Salter

35,668

3/30/08

Name of Person Signing

Registration No.

Signature

Date

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State of Delaware

PAGE 1

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"PROGRESSIVE COMPUTING, INC.", A ILLINOIS CORPORATION, WITH AND INTO "PROTOOLS, INC." UNDER THE NAME OF "PROTOOLS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1996, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 7885056

DATE: 03-27-96

PATENT
REEL: 010814 FRAME: 0090

AGREEMENT OF MERGER

THIS AGREEMENT is made as of this 22nd day of March 1996, by and among Network General Corporation, a Delaware corporation (the "Corporation"), ProTools, Inc., a Delaware corporation ("PTI") and Progressive Computing, Inc., an Illinois corporation ("PCI").

WHEREAS, the Corporation lawfully owns all of the issued and outstanding capital stock of both PTI and PCI; and

WHEREAS, the Corporation wishes to adopt a plan of merger whereby PCI will merge with and into PTI, which will thereafter be possessed of all of the estate, property, rights, privileges, franchises and liabilities of PCI;

The parties hereby agree as follows:

1. The parties hereby agree upon and adopt the following plan of merger: (i) PCI shall merge with and into PTI, which shall be the surviving corporation and thereby succeed to all of the estate, property, rights, privileges and franchises of PCI and assume all of its liabilities and obligations, (ii) all outstanding shares of capital stock of PCI shall be canceled and no additional shares of capital stock of PTI shall be issued, and (iii) the certificate of incorporation and by-laws of PTI, as amended to date, shall be the certificate of incorporation and by-laws of the surviving corporation and the officers and directors of PTI shall be the officers and directors of the surviving corporation.

2. The parties further agree that the officers of the Corporation, PTI and PCI are authorized and directed to do all acts and things whatsoever and to execute, deliver and file all such documents or certificates with any State authority, whether within or without the State of Delaware or the State of Illinois, which may be in any way necessary, proper or desirable to effect said merger.

3. The parties further agree that this Agreement shall constitute any agreement of merger required under applicable law.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this 22nd day of March 1996.

NETWORK GENERAL CORPORATION

By: 

Leslie G. Denend

Its: President

PROTOOLS, INC.

By: Michael H. Kremer
Michael H. Kremer
Its: Vice President

PROGRESSIVE COMPUTING, INC.

By: James T. Richardson
James T. Richardson
Its: Vice President

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REEL: 010814 FRAME: 0092

CERTIFICATE OF MERGER

OF

PROGRESSIVE COMPUTING, INC.

INTO

PROTOOLS, INC.



The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Progressive Computing, Inc.	Illinois
ProTools, Inc.	Delaware

SECOND: That a plan and agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is ProTools, Inc.

FOURTH: That the certificate of incorporation of the surviving corporation, ProTools, Inc., shall be the certificate of incorporation.

FIFTH: That the executed plan and agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 15220 N.W. Greenbriar Parkway, Suite 100, Beaverton, OR 97006.

SIXTH: That a copy of the plan and agreement of merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

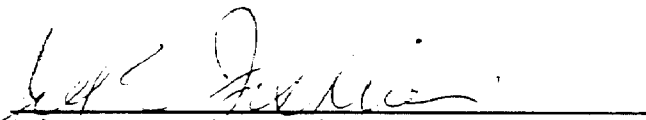
SEVENTH: That the authorized capital stock of Progressive Computing, Inc., which is a constituent corporation not a corporation of this state and not the surviving corporation, is 1000 shares of common stock, no par value.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by its president and attested by its secretary on March 22, 1996.

PROTOOLS, INC.

By: 
Leslie G. Denend, President

ATTEST:


Jill E. Fishbein, Secretary

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RECORDED: 04/04/2000

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