

03-22-2002



Form PTO-1595 (Rev. 03/01)

RE

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

OMB No. 0651-0027 (exp. 5/31/2002)

102027886

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):

Engineering Animation, Inc.

2-21-02

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

2. Name and address of receiving party(ies)

Name: Unigraphics Solutions Inc

Internal Address: H3-3A-05

Street Address: 5400 Legacy Drive

City: Plano State: TX Zip: 75024

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

3. Nature of conveyance:

Assignment  Merger

Security Agreement  Change of Name

Other

Execution Date: 12/21/2000

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

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s) \_\_\_\_\_

B. Patent No.(s) 5,898,429

Additional numbers attached?  Yes  No

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

Name: Allen Scott Lineberry

Internal Address: H3-3A-05

Street Address: 5400 Legacy Drive

City: Plano, State: TX Zip: 75024

6. Total number of applications and patents involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

05-0765

DO NOT USE THIS SPACE

9. Signature.

Allen Scott Lineberry

Name of Person Signing

Signature

12/21/02

Date

03/21/2002 DBYRNE 00000195 050765 5898429 Total number of pages including cover sheet, attachments, and documents: 4

01 FC:581

40.00 CH

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

PATENT REEL: 012683 FRAME: 0860

# Delaware

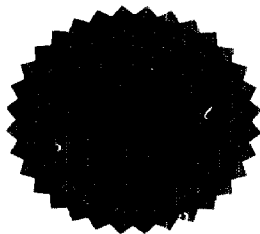
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"ENGINEERING ANIMATION, INC.", A DELAWARE CORPORATION, WITH AND INTO "UNIGRAPHICS SOLUTIONS INC." UNDER THE NAME OF "UNIGRAPHICS SOLUTIONS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 9:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 9:15 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2795136 8100M

020084901

AUTHENTICATION: 1605026

DATE: 02-08-02

**PATENT**

**REEL: 012683 FRAME: 0861**

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
ENGINEERING ANIMATION, INC.  
(a Delaware corporation)  
INTO  
UNIGRAPHICS SOLUTIONS INC.  
(a Delaware corporation)**

It is hereby certified that:

1. Unigraphics Solutions Inc. (hereinafter sometimes referred to as the "Company") is a business corporation of the State of Delaware.
2. The Company is the owner of all of the outstanding shares of the stock of Engineering Animation, Inc., which is also a business corporation of the State of Delaware.
3. On December 15, 2000, the Board of Directors of the Company adopted the following resolutions to merge Engineering Animation, Inc. into the Company:

RESOLVED, that the undersigned approve and adopt the Delaware Certificate of Ownership and Merger and Plan of Merger (Exhibit A) in the form attached hereto and incorporated herewith.

RESOLVED that EAI be merged into the Company, and that all of the estate, property, rights, privileges, powers and franchises of EAI be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by EAI in its name.

RESOLVED that the Company shall assume all of the obligations of EAI.

RESOLVED that the effective time and date of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time and date when the merger therein provided for, shall become effective shall be 9:15 a.m. on December 31, 2000.

RESOLVED, that the appropriate officers of the Company be and each is authorized, in the name and on behalf of the Company and EAI, to make or cause to be made all necessary filings, to seek or cause to be sought all consents and to take or cause to be taken any and all such other actions as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the foregoing resolutions, including, without limitation, payment of all proper fees and expenses and execution and delivery of all such agreements, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable in connection therewith.

Executed on December 15, 2000

UNIGRAPHICS SOLUTIONS INC.

By   
Douglas E. Barnett, Vice President

## PLAN OF MERGER

1. Engineering Animation, Inc., a Delaware corporation, and Unigraphics Solutions Inc., a Delaware corporation, are hereby merged and Unigraphics Solutions Inc. is the surviving corporation.
2. Upon the merger becoming effective, the separate existence of the Engineering Animation, Inc. shall cease and all of the property, rights, privileges, franchises, licenses, registrations and other assets of every kind and description of the Engineering Animation, Inc. shall be transferred to, vested in and devolve upon Unigraphics Solutions Inc. without further act or deed. All rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Engineering Animation, Inc. shall thenceforth attach to Unigraphics Solutions Inc. and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
3. The Certificate of Incorporation and By-Laws of Unigraphics Solutions Inc. shall not be changed or affected by the merger and shall remain in full force and effect.
4. The directors and officers of Unigraphics Solutions Inc. upon the effective date of the merger shall continue to be the directors and officers of Unigraphics Solutions Inc.
5. Unigraphics Solutions Inc. will not issue any of its shares for the issued shares of Engineering Animation, Inc. All of the issued shares of Engineering Animation, Inc. shall, upon the effective date of the merger, be surrendered and cancelled. The shares of Unigraphics Solutions Inc. shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Unigraphics Solutions Inc.
6. The proper officers of the corporations party to the merger are authorized to make all necessary filings, to seek all necessary consents and to take any and all other actions which any such officer may deem necessary, appropriate or advisable to carry out the Plan of Merger and the intent including, without limitation, payment of all proper expenses and execution and delivery of all such agreements, applications, statements, undertakings, consents to service of process, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the Plan of Merger.

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

**STATEMENT UNDER 37 CFR 3.73(b)**

Applicant/Patent Owner: Trom, Jeffrey D. and Roccasecca, Eric J., Inventors

Application No./Patent No.: 5,898,429 Filed/Issue Date: April 27, 1999

Entitled: System and Method for Labeling Elements in Animated Movies Using Matte

Unigraphics Solutions Inc., a Delaware corporation Data

(Name of Assignee)

(Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

- 1.  the assignee of the entire right, title, and interest; or
- 2.  an assignee of less than the entire right, title and interest.  
The extent (by, percentage) of its ownership interest is \_\_\_\_\_ %

in the patent application/patent identified above by virtue of either:

A. [ ] An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.

OR

B. [ X ] A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: Trom & Roccasecca To: Engineering Animation Inc.

The document was recorded in the United States Patent and Trademark Office at Reel 8141, Frame 0583, or for which a copy thereof is attached.

2. From: Engineering Animation Inc. To: Unigraphics Solutions Inc.

The document was recorded in the United States Patent and Trademark Office at Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.

TBD TBD

3. From: \_\_\_\_\_ To: \_\_\_\_\_

The document was recorded in the United States Patent and Trademark Office at Reel \_\_\_\_\_, Frame \_\_\_\_\_, or for which a copy thereof is attached.

[ ] Additional documents in the chain of title are listed on a supplemental sheet.

[ X ] Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

February 19, 2002

Date

David B. Hollander

Typed or printed name



Signature

Assistant Secretary

Title

Burden Hour Statement: This form is estimated to take 0.2 hours to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231.

# Delaware

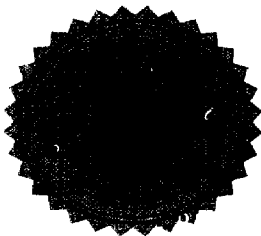
PAGE 1

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1605026

DATE: 02-08-02

**PATENT**

**REEL: 012683 FRAME: 0865**

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RESOLVED that EAI be merged into the Company, and that all of the estate, property, rights, privileges, powers and franchises of EAI be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by EAI in its name.


RESOLVED that the Company shall assume all of the obligations of EAI.

RESOLVED that the effective time and date of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time and date when the merger therein provided for, shall become effective shall be 9:15 a.m. on December 31, 2000.

RESOLVED, that the appropriate officers of the Company be and each is authorized, in the name and on behalf of the Company and EAI, to make or cause to be made all necessary filings, to seek or cause to be sought all consents and to take or cause to be taken any and all such other actions as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the foregoing resolutions, including, without limitation, payment of all proper fees and expenses and execution and delivery of all such agreements, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable in connection therewith.

Executed on December 15, 2000

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By   
Douglas E. Barnett, Vice President

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2. Upon the merger becoming effective, the separate existence of the Engineering Animation, Inc. shall cease and all of the property, rights, privileges, franchises, licenses, registrations and other assets of every kind and description of the Engineering Animation, Inc. shall be transferred to, vested in and devolve upon Unigraphics Solutions Inc. without further act or deed. All rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Engineering Animation, Inc. shall thenceforth attach to Unigraphics Solutions Inc. and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. The Certificate of Incorporation and By-Laws of Unigraphics Solutions Inc. shall not be changed or affected by the merger and shall remain in full force and effect.

4. The directors and officers of Unigraphics Solutions Inc. upon the effective date of the merger shall continue to be the directors and officers of Unigraphics Solutions Inc.

5. Unigraphics Solutions Inc. will not issue any of its shares for the issued shares of Engineering Animation, Inc. All of the issued shares of Engineering Animation, Inc. shall, upon the effective date of the merger, be surrendered and cancelled. The shares of Unigraphics Solutions Inc. shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Unigraphics Solutions Inc.

6. The proper officers of the corporations party to the merger are authorized to make all necessary filings, to seek all necessary consents and to take any and all other actions which any such officer may deem necessary, appropriate or advisable to carry out the Plan of Merger and the intent including, without limitation, payment of all proper expenses and execution and delivery of all such agreements, applications, statements, undertakings, consents to service of process, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the Plan of Merger.