

Form PTO-1595

(Rev. 10/02)


OMB No. 0651-0027 (exp. 6/30/2005)

DOC-006/01US

RECORDATION FORM COVER SHEET  
PATENTS ONLYU.S. DEPARTMENT OF  
COMMERCE

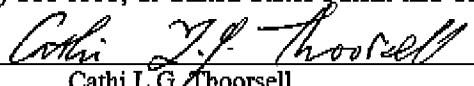
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): <b>EROOM TECHNOLOGY, INC.</b>  Additional name(s) of conveying party(ies) attached? No [X]		2. Name and address of receiving party(ies)  <b>DOCUMENTUM, INC.</b> <b>6801 Koll Center Parkway</b> <b>Pleasanton, CA 94566</b>  Additional name(s) & address(es) attached? No [X] Yes []	
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 ( )  Execution Date: <b>December 11, 2002</b>			
4. Application number(s) or patent number(s): <b>6,230,185</b> 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) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: <b>Cooley Godward LLP</b> <b>Patent Group</b> <b>Five Palo Alto Square</b> <b>3000 El Camino Real</b> <b>Palo Alto, CA 94306-2155</b>		6. Total number of applications and patents involved: [1] 7. Total fee (37 CFR 3.41) ..... <b>\$40.00</b> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  8. Deposit account number: <b>03-3117</b> The Commissioner is hereby authorized to charge any appropriate fees under 37 CFR 3.41 that may be required by this paper, and to credit any overpayment, to Deposit Account No. (PA) 03-3117. This paper is submitted in duplicate.	
<b>DO NOT USE THIS SPACE</b>			
9. Statement and signature. <i>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.</i> <b>Cliff Z. Liu Reg. No.: 50,834</b>  <b>July 22, 2004</b> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and documents: [6]			

Mail documents to be recorded with required cover sheet information to:  
 Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office  
 P.O. Box 1450, Alexandria, VA 22313-1450

Date of Deposit: I hereby certify that this correspondence is being transmitted by facsimile addressed to United States Patent and Trademark Office, Mail Stop Assignment Recordation, Facsimile Number (703) 306-5995, at United States Patent and Trademark Office, Alexandria, VA 22313-1450 at 3:00 p.m. on July 22, 2004.

By:   
 Cathi L.G. Thoorsell

683100 v1/PA

700101317

PATENT  
 REEL: 014892 FRAME: 0127

CH \$40.00 033117 6230185

FROM CT WILMINGTON - 302\_655\_4236 GROUP 6 (WED) 7. 7'04 19:22/ST.19:21/NO.4260103023 P 2

# Delaware

PAGE 1

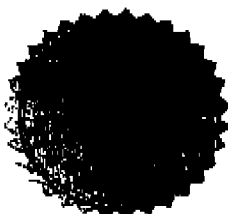
*The First State*

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:

"EROOM TECHNOLOGY, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "DOCUMENTUM, INC." UNDER THE NAME OF  
"DOCUMENTUM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2003, AT 6 O'CLOCK  
P.M.

2219840 8100M

040500365

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3219018

DATE: 07-07-04

PATENT  
REEL: 014892 FRAME: 0128

FROM CT WILMINGTON - 302\_655\_4236 GROUP 6 (WED) 7. 7' 04 19:22/ST. 19:21/NO. 4260103023 P 3

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 06:00 PM 01/31/2003  
030068369 - 2219840

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**EROOM TECHNOLOGY, INC., A DELAWARE CORPORATION,**  
**WITH AND INTO**  
**DOCUMENTUM, INC.**  
**A DELAWARE CORPORATION**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Documentum, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation") does hereby certify as follows:

1. That the Corporation is organized and existing under the General Corporation Law of the State of Delaware.
2. That the Corporation owns all the capital stock of eRoom Technology, Inc., a Delaware corporation ("eRoom Technology");
3. That the Corporation determined to merge eRoom Technology into itself by the resolutions of its board of directors attached hereto as Exhibit A, duly adopted on October 2 2002.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer on this 11th day of December, 2002.

**DOCUMENTUM, INC.**

By:   
David DeWalt, President and Chief Executive Officer

FROM CT WILMINGTON - 302\_655\_4236 GROUP 6 (WED) 7. 7' 04 19:23/ST. 19:21/NO. 4260103023 P 4

## Exhibit A

**AGREEMENT TO MERGE  
EROOM TECHNOLOGY, INC.  
WITH AND INTO  
DOCUMENTUM, INC.**

THIS AGREEMENT TO ROLL UP EROOM TECHNOLOGY, INC. WITH AND INTO DOCUMENTUM, INC. (the "Agreement") is made and entered into as of December 11, 2002, by and among Documentum, Inc., a Delaware corporation ("Parent"), and eRoom Technology, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Sub").

## RECITALS

A. Pursuant to that certain Agreement and Plan of Reorganization Agreement by and between Parent, Sub and other parties therein, dated October 3, 2002 (the "Merger Agreement"), effective December 10, 2002, Copper Top Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Parent, merged with and into Sub (the "Merger"), with Sub surviving as a wholly owned subsidiary of Parent (sometimes referred to herein as the "Surviving Corporation").

B. As set forth in the Merger Agreement, Parent and Sub intend to cause the Surviving Corporation to be merged with and into Parent, whereby the separate corporate existence of the Surviving Corporation shall cease, and Parent shall continue as the Surviving Corporation (the "Upstream Merger").

C. For federal income tax purposes, the parties intended that (a) the Merger Agreement constitute a plan of reorganization, and (b) the Merger, together with the Upstream Merger, be treated as an integrated transaction which would qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended and the rules and regulations promulgated thereunder (the "Code"), in accordance with Revenue Ruling 2001-46, 2001-2 CB 321. D. Parent and the Surviving Corporation intend to effect the Upstream Merger after completion of certain post-closing Merger-related matters, including receipt of certain third-party consents to the Merger, the merger of Sub's 401(k) plan into Parent's 401(k) plan and certain other administrative matters.

NOW, THEREFORE, in consideration of the mutual agreements, covenants and other promises set forth herein, the mutual benefits to be gained by the performance thereof, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and accepted, the parties hereby agree as follows:

1. *The Upstream Merger.* On or before January 31, 2003, or at such other time as the authorized officers of Parent and the Surviving Corporation shall determine, following the completion of certain post-closing Merger-related matters, Parent shall cause the Certificate of Ownership, in substantially the form attached hereto as Exhibit A, to be filed with the Secretary of the State of Delaware and to make such other filings and take such other actions as it deems necessary to effect the Upstream Merger. The parties intend for the Merger and the Upstream

FROM CT WILMINGTON - 302\_655\_4236 GROUP 6 (WED) 7. 7' 04 19:23/ST. 19:21/NO. 4260103023 P 5

Merger to be treated as an integrated transaction which shall qualify as a "reorganization" pursuant to Section 368(a)(1)(A) of the Code, in accordance with Revenue Ruling 2001-46, 2001-2 CB 321.

2. **Plan of Reorganization.** The parties shall enter into a plan of reorganization, which shall provide that the Merger, Upstream Merger, and any distributions by Sub between the closing of the Merger and the effective time of the Upstream Merger shall be treated as an integrated transaction.

3. **Tax Matters.** Each of Parent and the Surviving Corporation agrees that it will not take, or fail to take, any action which would reasonably be expected to cause the Merger or the Upstream Merger to fail to qualify as a "reorganization" within the meaning of Section 368(a) of the Code.

4. **Amendments.** This Agreement may be amended by the parties hereto at any time by execution of an instrument in writing signed on behalf each party.

5. **Counterparts.** This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party, it being understood that all parties need not sign the same counterpart.

6. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

*[remainder of page intentionally left blank]*

FROM CT WILMINGTON - 302\_655\_4236 GROUP 6 (WED) 7. 7' 04 19:23/ST. 19:21/NO. 4260103023 P 6

IN WITNESS WHEREOF, Parent and Sub have caused this Agreement to be signed, all as of the date first written above.

DOCUMENTUM, INC.

By:

Name:

Title:

*Dan Downall*  
Dan Downall  
CEO & President

EROOM TECHNOLOGY, INC.

By:

Name:

Title:

*Mark Chandy*  
Mark Chandy  
President