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RECORDATION FORM COVER S  
TRADEMARKS ONLY

02-11-1999

COMMERCIAL  
Mark Office



330-GM

To the U.S. Patent and Trademark Office, Office of Public Records: Please record

100964309

thereof.

1. Name of conveying party(ies):

Bentley Systems, Incorporated

2. Name and address of receiving party(ies):

Bentley Software, Inc.

1105 North Market St. Suite 1300

P. O. Box 8985

Wilmington, DE 19899-8985

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation-State: Delaware

Other:

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other:

Execution Date: December 22, 1998

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached:  Yes;  No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

75/543,905

75/544,266

B. Trademark Registration No.(s):

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

KAROL A. KEPCHAR, ESQ.

PANITCH SCHWARZE JACOBS & NADEL, P.C.

2005 Market Street - 22nd Floor

Philadelphia, PA 19103-7086

Telephone: (215) 567-2020

Facsimile: (215) 567-2991

E-Mail: psjn@psjn.com

6. Total number of applications and registrations involved: [2]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00

1 x \$25.00 = \$ 25.00

Authorized to be charged to deposit account

8. Deposit account number: 16-0235

02/10/1999 JSHABAZZ 00000044 160235 75543905

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

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.

Roberta Jacobs-Meadway

Name of Person Signing

Signature

February 4, 1999

Date

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: U.S. PATENT AND TRADEMARK OFFICE OFFICE OF PUBLIC RECORDS, CRYSTAL GATEWAY 4, ROOM 335, WASHINGTON, D.C. 20231

BY:

DATE: 2-4-99

ASSIGNMENT OF TRADEMARKS

STATE OF PENNSYLVANIA :  
 : SS.  
COUNTY OF CHESTER :

WHEREAS BENTLEY SYSTEMS, INCORPORATED ("Assignor"), a Delaware corporation with offices at 685 Stockton Drive, Exton, Pennsylvania 19341 is the original owner of a group of "MicroStation" trademarks (as more fully described in Schedule "A" attached hereto and made a part hereof) used in connection with the business of developing and distributing computer aided design and enterprise engineering modeling computer software (the "Business")(the "Marks");

AND WHEREAS BENTLEY SOFTWARE, INC. ("Assignee"), a Delaware corporation with offices at 1105 North Market St., Suite 1300, P.O. Box 8985, Wilmington, Delaware 19899-8985 wishes to acquire the Marks from Assignor and Assignor wishes to assign the Marks, effective January 1, 1997;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, Assignor hereby assigns to Assignee, effective January 1, 1997, all right, title and interest in and to the Marks as part of the entire business or portions thereof, to which the Marks pertain, the applications thereof, together with all rights related thereto, including the goodwill of the Business associated therewith, all copies and tangible embodiments thereof, all rights of action arising therefrom, all claims by reason of, and the right to collect damages for, the past, present or future infringement thereof, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made.

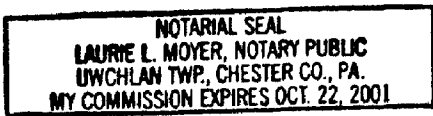
Dated: December 22<sup>nd</sup>, 1998

BENTLEY SYSTEMS, INCORPORATED

By: [Signature]  
Name: David Nation  
Title: Senior Vice President

Subscribed and sworn to  
before me on ~~December~~, 1998.  
February 1<sup>st</sup> 1999

[Signature]  
Notary Public



I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO: U.S. PATENT AND TRADEMARK OFFICE OFFICE OF PUBLIC RECORDS, CRYSTAL GATEWAY 4, ROOM 335, WASHINGTON, D.C. 20231

BY: [Signature]  
DATE: 2-4-99

**Schedule "A"**

Trademark

Registration/Application No.

MicroStation GeoWater

75/543,905

MicroStation GeoWasteWater

75/544,266