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TRADEMARKS ONLY



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To the U.S. Patent and Trademark Office, Office of Public Records: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p><b>Bentley Systems, Incorporated</b></p> <p style="text-align: right; font-size: 2em; font-family: cursive;">MAD 2-8-99</p>	<p>2. Name and address of receiving party(ies):</p> <p><b>Bentley Software, Inc.</b> 1105 North Market St. Suite 1300 P. O. Box 8985 Wilmington, DE 19899-8985</p> <p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)</p>
<p>3. Nature of conveyance: <span style="font-size: 2em; font-family: cursive;">22</span></p> <p><input checked="" type="checkbox"/> Assignment <span style="margin-left: 100px;"><input type="checkbox"/> Merger</span>  <input type="checkbox"/> Security Agreement <span style="margin-left: 100px;"><input type="checkbox"/> Change of Name</span>  <input type="checkbox"/> Other:</p> <p>Execution Date: December 22, 1998</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p> <p>75/312,789 75/379,717 75/534,649</p> <p style="text-align: center; font-size: 2em; font-family: cursive;">TM</p> <p>B. Trademark Registration No.(s):</p> <p>See attached Schedule.</p>
<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>KAROL A. KEPCHAR, ESQ. <b>PANITCH SCHWARZE JACOBS &amp; NADEL, P.C.</b> 2005 Market Street - 22nd Floor Philadelphia, PA 19103-7086 Telephone: (215) 567-2020 Facsimile: (215) 567-2991 E-Mail: psjn@psjn.com</p>	<p>6. Total number of applications and registrations involved: [2]</p> <p>7. Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ <u>40.00</u> <u>15</u> x \$25.00 = \$ <u>375.00</u></p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>16-0235</u></p>

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<p>1 FC:481 2 FC:482</p>	<p>40.00 CH 375.00 CH</p>	<p><b>DO NOT USE THIS SPACE</b></p>
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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 \_\_\_\_\_ *Roberta Jacobs-Meadway* \_\_\_\_\_ February 4, 1999  
Name of Person Signing Signature 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 336, WASHINGTON, D.C. 20231

Pages including cover sheet, attachments and document: [4]

OMB No. 0651-0011 (exp. 4/94)

BY: \_\_\_\_\_ DATE: 2-4-99

TRADEMARK  
REEL: 1853 FRAME: 0229

# SCHEDULE

## To Recordation Form Cover Sheet Item 4.B. - Trademark Registration Nos.

1,698,820	2,032,674
1,704,157	2,057,835
1,948,418	2,141,904
1,948,475	2,149,215
1,963,854	2,152,889
1,967,887	2,217,223
1,989,519	

ASSIGNMENT OF TRADEMARKS

STATE OF PENNSYLVANIA

:

: ss.

COUNTY OF CHESTER

:

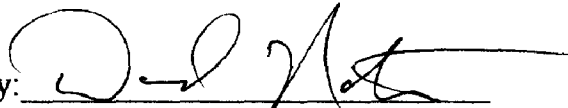
WHEREAS BENTLEY SYSTEMS, INCORPORATED ("Assignor"), a Delaware corporation with offices at 685 Stockton Drive, Exton, Pennsylvania 19341 is the original owner of a group of "MicroStation" trademarks (as more fully described in Schedule "A" attached hereto and made a part hereof) used in connection with 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 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 the applications and registrations therefor, together with all rights related thereto, including the goodwill of the Business symbolized by the Marks, 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.

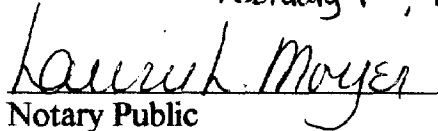
Dated: December 22<sup>nd</sup>, 1998

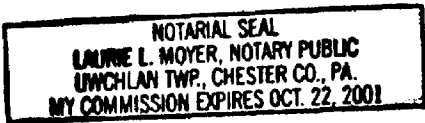
BENTLEY SYSTEMS, INCORPORATED

By: 

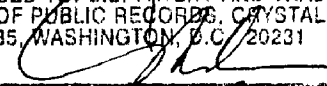
Name: David Nation  
Title: Senior Vice President

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

  
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:   
DATE: 2-4-99

## Schedule "A"

<u>Trademark</u>	<u>Registration/Application No.</u>
MicroStation	1,698,820
MicroStation stylized "M" logo	1,704,157
MicroStation CSP	1,948,418
MicroStation Field	1,948,475
MicroStation PowerDraft	1,963,854
MicroStation Review	1,967,887
MicroStation Vault	1,989,519
MicroStation Modeler	2,032,674
MicroStation PowerTools	2,057,835
MicroStation GeoGraphics	2,141,904
MicroStation Link	2,149,215
The MicroStation Community and Logo	2,152,889
MicroStation SE	2,217,223
MicroStation MasterPiece	75/312,789
MicroStation/J	75/379,717
MicroStation Telco	75/534,649