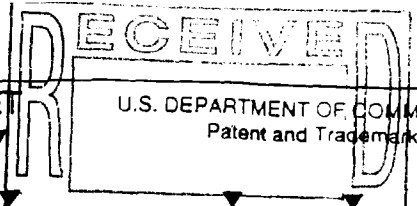


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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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101105520

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

1. Name of conveying party(ies):

NeuralWare, Inc.

- Individual(s)
- General Partnership
- Corporation-State PA
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 23, 1999

2. Name and address of receiving party(ies)

Name: Aspen Technology, Inc.

Internal Address:

Street Address: Ten Canal Park

City: Cambridge State: MA ZIP: 02141

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,783,914

Additional numbers attached?  Yes  No

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

Name: Floyd B. Carothers

Internal Address: Carothers and Carothers  
Suite 500

Street Address: 445 Fort Pitt Blvd.

City: Pittsburgh State: PA ZIP: 15219

6. Total number of applications and registrations involved: .....

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Floyd B. Carothers  
Name of Person Signing

Signature

July 27, 1999  
Date

Total number of pages comprising cover sheet:

2

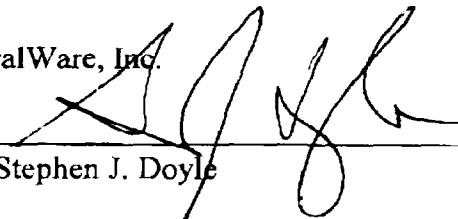
**ASSIGNMENT**

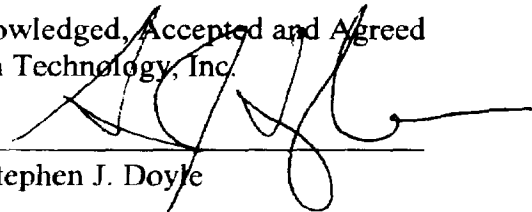
WHEREAS, NeuralWare, Inc., formerly of Penn Center West, Building IV, Pittsburgh, PA 15276, has adopted and used in its business the following mark which is registered in the United States Patent and Trademark Office:

<u>Mark</u>	<u>Serial No.</u>	<u>Registration No.</u>	<u>Issued</u>
MISC. LOGO DESIGN	74/278,390	1,783,914	July 27, 1993

WHEREAS, Aspen Technology, Inc., a Delaware corporation, having its principal place of business at Ten Canal Park, Cambridge, MA 02141-2201 is desirous of acquiring said mark and the registration thereof.

NOW, THEREFORE, for ONE DOLLAR (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, said NeuralWare, Inc. does hereby assign, transfer and set over unto the said Aspen Technology, Inc. all right, title and interest in and to the said mark, together with the good will of the business connected with the use of and symbolized by the mark, and the above identified registration.

NeuralWare, Inc.  
 By:   
 Stephen J. Doyle  
 Title: Secretary  
 Date: July 23, 1999

Acknowledged, Accepted and Agreed  
 Aspen Technology, Inc.  
 By:   
 Stephen J. Doyle  
 Title: Senior Vice President and Secretary  
 Date: July 23, 1999