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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/24/2000 DCDATES 00000071 1920360

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

60.00 OP
100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK

REEL: 002011 FRAME: 0869

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1928360"/>	<input type="text" value="1554517"/>	<input type="text"/>
<input type="text" value="1954747"/>	<input type="text" value="1952860"/>	<input type="text"/>
<input type="text" value="1576112"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Jack Copper

Name of Person Signing

Signature

1/4/2000

Date Signed

EXHIBIT D

General Assignment of NeuralWare, Inc.

This General Assignment dated August 27, 1997 is made between **Aspen Technology, Inc.**, a Delaware corporation ("AspenTech") and **NeuralWare, Inc.**, a Pennsylvania corporation ("NeuralWare"). All capitalized words and terms used in this Assignment and not defined herein shall have the respective meanings ascribed to them in the Agreement and Plan of Reorganization of even date between AspenTech and NeuralWare (the "Agreement").

WHEREAS, in connection with the Agreement, NeuralWare has agreed to sell, transfer, convey, assign and deliver to AspenTech the Assets related to the business of NeuralWare as carried out on the above date, and AspenTech requires NeuralWare to assign to AspenTech all rights in the intellectual property of NeuralWare;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, AspenTech and NeuralWare hereby agree as follows:

1. Subject to the terms of the Agreement, NeuralWare hereby sells, transfers, conveys, assigns and delivers to AspenTech, its successors and assigns, all of NeuralWare's right, title and interest in and to the Assets including the goodwill associated therewith, including, but not limited to all Intellectual Property of NeuralWare, which includes the following trademarks owned by NeuralWare and used in connection with the Assets:

The NeuralWare design mark, Reg. no. 1,783,914
NEUCOP, Reg. no. 1,928,360,
NEURALWORKS PREDICT, Reg. no. 1,954,747
NEURALWORKS, Reg. no. 1,576,112
NEURALWARE INC, Reg. no. 1,554,517
FUZZYSP, Reg. no. 1,952,860.

2. NeuralWare represents and warrants that it has legal right, power and authority to make such assignment, and that all corporate action necessary for the execution and delivery of this assignment has been duly taken.

IN WITNESS WHEREOF, AspenTech and NeuralWare have caused this instrument to be duly executed as of the date first above written.

ASPEN TECHNOLOGY, INC.

NEURALWARE, INC.

WFF
By: _____

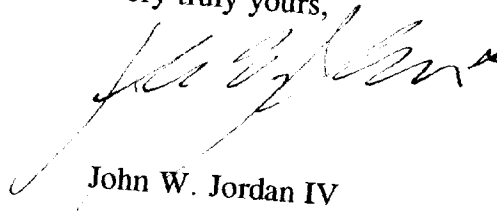
Stephen Doyle
Senior Vice President

By: _____

Lisa Zappala
Treasurer

January 5, 2000
Page 2

Very truly yours,

A handwritten signature in black ink, appearing to read "John W. Jordan IV", written in a cursive style.

John W. Jordan IV

JWJ/dlp
J:\INTPROP\Copper\JL26820-027
Enclosures