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FORM PTO-1618A

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TRADEMARK

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TO: The Director of the U.S. Patent & Trademark Office: Please record the attached original document(s) or copy(ies).

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3-9-01

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
- Effective Date  
Month      Day      Year  
01      22      2001

Conveying Party

Mark if additional names of conveying parties attached

Name      MathSoft, Inc.

Formerly

Execution Date  
Month      Day      Year  
01      22      2001

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- State of Incorporation: Massachusetts

Receiving Party

Mark if additional names of receiving attached

Name      MathSoft Engineering & Education, Inc.

DBA/AKA/TA

Composed of

Address (line 1)      101 Main Street

Address (line 2)

Address (line 3)      City      Cambridge      State/Country      Massachusetts      Zip Code      02142

- Individual
- Corporation
- Other
- State of Incorporation: Delaware
- General Partnership
- Association
- Limited Partnership
- 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.)

FOR OFFICE USE ONLY

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. 1088106.1

Mail documents to be recorded with required cover sheet(s) information to:  
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**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  
(617) 570-1310Name **Marie M. Nuguid, Senior Legal Assistant**Address (line 1) **Goodwin Procter LLP**Address (line 2) **Exchange Place**Address (line 3) **53 State Street**Address (line 4) **Boston, MA 02109-2881****Page**Enter the total number of pages of the attached conveyance document  
including any attachments.

5

**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 Registrations

(SEE ATTACHED SHEET)

**Number of Properties**

Enter the total number of properties involved

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$140.00

Method of Payment:

Enclosed Deposit Account 

Deposit Account

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

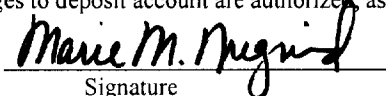
Deposit Account Number: # 07-1700

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.

Marie M. Nuguid

Name and Person Signing



Signature

March 8, 2001

Date Signed

# ASSIGNMENT

## Trademarks

WHEREAS, MathSoft, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts and having an office and place of business at 101 Main Street, Cambridge, MA 02142-1521, has adopted and used the trademarks (the "Marks") listed in Schedule A annexed hereto and made a part hereof, together with the goodwill of the business symbolized thereby, in connection with the products on which the Marks are used; and

WHEREAS, MathSoft Engineering & Education, Inc. a corporation organized and existing under the laws of the State of Delaware having an office and place of business at 101 Main Street, Cambridge, MA 02142-1521, is desirous of acquiring said Marks and the registrations thereof and all goodwill pertaining thereto; and

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:

Be it known that for good and valuable consideration, the receipt of which is hereby acknowledged, the aforesaid MathSoft, Inc. has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto said MathSoft Engineering & Education, Inc. the full and exclusive right, title and interest in and to the Marks, together with (a) the registrations of said Marks, (b) the goodwill of the business symbolized by and associated with said Marks, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, and all past, present or future infringements or dilution of or damage or injury to said Marks or the registrations thereof or such associated goodwill.

IN WITNESS WHEREOF MathSoft, Inc., has caused this Assignment to be signed in its corporate name by its duly authorized officer this 22 day of January, 2001.

By: MathSoft, Inc. Dermot O'Garra  
(name of assignor)  
Dermot O'Garra  
(signature of assignor)  
VP Finance CFO  
(title)

By: MathSoft Engineering & Education, Inc.  
(name of assignee)  
Dermot O'Garra  
(signature of assignee)  
VP Finance  
(title)



# EXHIBIT A

## Trademarks

Registration Number	Mark	Registration Date
1,457,219 United States of America	MathCad	15-Sep-1987
1,552,712 United States of America	MathStation	22-Aug-1989
2,107,766 United States of America	STUDYWORKS	21-Oct-1997
2,192,085 United States of America	STUDYWORKS!	29-Sep-1998
75/455,224 United States of America	INTELLIMATH	23-Mar-1998