

09-13-2001

SHEET

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Docket No.:



NLY

MET900/71000

Tab settings

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

1. Name of conveying party(ies):
Motorola Canada Acquisition Corp.
999 deMaisonneuve Street West, Suite 880
Montreal, Quebec
Canada H3A 3LA

08/31/01

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

Additional names(s) of conveying party(ies) Yes No


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

Name: Metrowerks Company

Internal Address: 999 deMaisonneuve Street West, # 880

Street Address: Montreal, Quebec

City: Canada H3A 3LA State: _____ ZIP: _____

Individual(s) citizenship: 
 Association _____
 General Partnership _____ **08-31-2001**
 Limited Partnership _____ U.S. Patent & TMO/TM Mail Rcpt Dt. #77
 Corporation-State _____
 Other Corporation of Canada

If assignee is not domiciled in the United States, a domestic designation is attached Yes N
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

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

A. Trademark Application No.(s)

Additional numbers Yes No

B. Trademark Registration No.(s)

See Attached Exhibit A

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

Name: Betty Chang

Internal Address: Vinson & Elkins, L.L.P.

Street Address: 600 Congress, Suite 2700

City: Austin State: TX ZIP: 78701

6. Total number of applications and registrations involved:..... **12**

7. Total fee (37 CFR 3.41):.....\$ **\$315.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

22-0365/MET900/71000

09/12/2001 6TOM11 00000096 1655296
 01 FC:481 40.00 OP
 02 FC:462 275.00 OP

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.

Betty Chang *[Signature]* 8/31/01
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and


5

EXHIBIT A

SERIAL NO.	REG. NO.	MARK	CLASS
74/038,402	1,655,296	METROWERKS	9
74/038,400	1,676,605	M Design	9
74/682,958	2,261,271	METROWERKS UNIVERSITY	16
75/671,367	2,345,187	METROWERKS UNIVERSITY & Design	16
74/410,868	1,981,365	CODEWARRIOR	9
74/410,869	1,988,811	METROWERKS CODEWARRIOR	9
75/202,071	2,186,613	CODEWARRIOR LITE	9
74/410,867	1,977,041	POWERPLANT	9
74/410,866	1,995,842	METROWERKS POWERPLANT	9
74/541,056	1,916,152	POWERPLANT CONSTRUCTOR	9
74/596,359	1,928,210	Worker Design	9
74/541,057	2,157,074	GEEKWARE	25

DESIGNATION OF DOMESTIC REPRESENTATIVE

Metrowerks Company, a Canadian corporation with its principal place of business at 999 deMaisonneuve Street West, Suite 880, Montreal, Quebec H3A 3L4, hereby appoints and designates Betty Chang and all members of the firm VINSON & ELKINS, LLP, 600 Congress Avenue, Suite 2700, Austin, Texas, U.S.A., telephone number 512-495-8400, as its domestic representative and agent for service of process with regard to its trademark applications and registrations in the U.S. Patent and Trademark Office, listed in Exhibit A, attached hereto and incorporated herein.

By: 

Name: Fred Shlapak

Title: CEO and President

Date: 8/30/01

74, 038, 402

NUNC PRO TUNC

TRADEMARK ASSIGNMENT

WHEREAS, Motorola Canada Acquisition Corp., a Canadian corporation ("Assignor") has adopted and is using the marks identified in Exhibit "A" (the "Marks") attached hereto and incorporated herein, and for which predecessor-in-interest Metrowerks, Inc. has filed the United States trademark applications and obtained the United States trademark registrations identified in Exhibit "A;"

WEHREAS, Metrowerks Company, a Canadian corporation ("Assignee"), desires to acquire any rights and goodwill associated with the Marks;

NOW THEREFORE, for goods and valuable consideration, the receipt and sufficiency of which are hereby acknowledge, Assignor does hereby assign, effective as of October 31, 1000, unto Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and the business associated with the Marks.

MOTOROLA CANADA ACQUISITION
CORP.

By: *Fred Shlapak*

Name: Fred Shlapak

Title: President and CEO

Date: 8/30/01

STATE OF TEXAS

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§
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TRAVIS COUNTY

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this 30 day of SEPTEMBER, 2001, personally appeared FRED SHLAPAK, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she is authorized to execute the same on behalf of Motorola Canada Acquisition Corp. and that he/she executed the same on behalf of the corporation for the purposes and consideration therein expressed.

By: *Doris A. Newton*

Notary Public, State of Texas

Name Printed: DORIS A. NEWTON

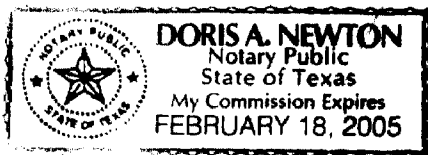


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