

09-13-2001



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Docket No.:

MET900/71000

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101840716

the attached original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

Metrowerks, Inc.
9801 Metric Boulevard
Austin, TX 78758

08/31/01

- Individual(s)
- General 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: Motorola Canada Acquisition Corp.
Internal Address: 999 deMaisonneuve Street West, #880
Street Address: Montreal, Quebec
City: Canada H3A 3LA State: _____ ZIP: _____

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached
Exhibit "A"

Additional numbers Yes No

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

Name: Betty Chang
Internal Address: Vinson & Elkins, LLP
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 00000097 1655296

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 275.00 OP

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

Name of Person Signing

[Signature]

Signature

8/31/01

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

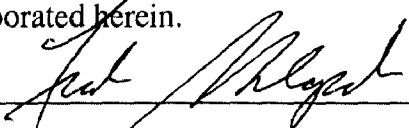
EXHIBIT A

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

Motorola Canada Acquisition Corporation, a Canadian corporation with its principal place of business at 1 First Canadian place, Suite 6600, Toronto, Ontario M5X1B8, 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: President and CEO

Date: 8/30/01

NUNC PRO TUNC

TRADEMARK ASSIGNMENT

WHEREAS, Metrowerks, Inc., 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 Metrowerks, Inc. has filed the United States trademark applications and obtained the United States trademark registrations identified in Exhibit "A;"

WEHREAS, Motorola Canada Acquisition Corp., 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, 1999, 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.

METROWERKS, INC

By: *Fred Shlapak*

Name: Fred Shlapak

Title: President and CEO

Date: 8/30/01

STATE OF TEXAS

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§
§
§

TRAVIS COUNTY

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this 30 day of AUGUST, 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 Metrowerks, Inc., 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

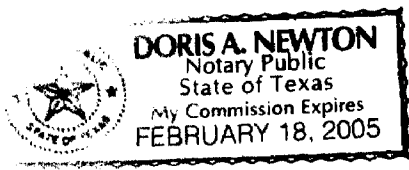


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2. Nunc Pro Tunc Trademark Assignment from Metrowerks, Inc. to Motorola Canada Acquisition Corp.
3. Exhibit "A"
4. Designation of Domestic Representative
5. Check in the amount of \$315.00
6. A return postcard to acknowledge receipt of these documents. Please date stamp and mail this postcard.

Should any additional fees under 37 C.F.R. be required for any reason relating to the enclosed materials, the Assistant Commissioner is hereby authorized to deduct said fees from VINSON & ELKINS L.L.P. Deposit Account No. 22-0365/MET900/71000.

Respectfully submitted,



Betty Chang

BCHA/lm

Encls.