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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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02-04-2002

ET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office



To the Honorable Commissioner

101969044

Attached original documents or copy thereof.

1. Name of conveying party(ies):
Computerized Structural Analysis
& Research Corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: MSC Software Corporation
Internal Address:
Street Address: 2 MacArthur Place
City: Santa Ana State: CA Zip: 92707
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Acquisition of CSAR
Execution Date: November 3, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,056,758
2,013,450
2,056,759
2,050,894
2,091,257

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: A. M. Fernandez
Internal Address:
Street Address: 2933 Motor Avenue
City: Los Angeles State: CA Zip: 90064

6. Total number of applications and registrations involved: 5
7. Total fee (37 CFR 3.41) \$ 200.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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.
A. M. Fernandez
Name of Person Signing
Signature
Date Dec 20, 2001

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

02/04/2002 LMUELLER 00000016 2013450
01 FC:481
02 FC:482
40.00 OP
100.00 OP

TRADEMARK
REEL: 2429 FRAME: 0375

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF A SPECIAL MEEING
OF THE BOARD OF DIRECTORS
OF
COMPUTERIZED STRUCTURAL ANALYSIS & RESEARCH CORPORATION,
a California corporation**

The undersigned, constituting all of the members of the Board of Directors of Computerized Structural Analysis & Research Corporation, a California corporation (hereinafter, said "CORPORATION"), acting pursuant to the authority of Section 307(b) of the California Corporations Code, hereby adopt the following resolutions, effective as of December 10, 2001:

**APPROVAL OF RECORDING OF PREVIOUSLY ACQUIRED
INTANGIBLE PROPERTY**

WHEREAS, on or about November 3, 1999, pursuant to a Stock Purchase Agreement ("Agreement") by MSC Software Corporation, a Delaware corporation ("MSC"), and the former individual shareholders of said CORPORATION (collectively "Sellers"), MSC acquired all of the issued and outstanding shares of said CORPORATION (the "Purchase");

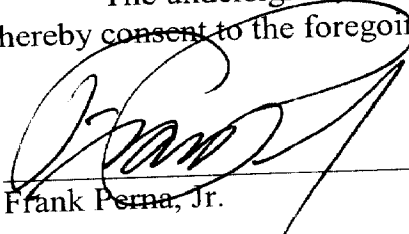
WHEREAS, pursuant to said Agreement, Intangible Property listed on Schedule 2.17, a copy of which is attached hereto as Exhibit "A," included certain registered service marks (the "Service Marks") acquired by MSC;

WHEREAS, the public records still reflect said CORPORATION as the registered holder of said Service Marks, and it is desirable and in the best interests of said CORPORATION to have recorded evidence of the ownership of the Service Marks in the name of MSC as the true and legal owner pursuant to said Agreement;

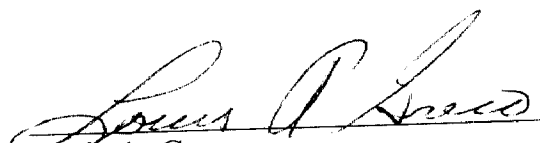
NOW, THEREFORE, BE IT RESOLVED, that the actions taken by the Board of Directors in authorizing the process of replacing MSC as the record holder of said Service Marks as the true and legal owner of the Service Marks be, hereby are approved, ratified and confirmed;

RESOLVED FURTHER, that the officers of said CORPORATION be, and each of them hereby is, authorized and directed, for and on behalf of said CORPORATION, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

The undersigned, constituting all of the directors of said CORPORATION, do hereby consent to the foregoing action.



Frank Perna, Jr.



Louis A. Greco

Schedule 2.17

Intangible Property

A. Registration:

1. Patents and Patent Applications: None
2. Registered Trademarks and Trademark Applications:
 - (a) CSA : Service Mark: Reg. No. 2,091,257
 - (b) CSAR : Service Mark: Reg. No. 2,013,450
 - (c) CSAR/SIZING2: Service Mark: Reg. No. 2,056,759
 - (d) CSAR/OPTIM2 : Service Mark: Reg. No. 2,056,758
 - (e) CSAR/GENSA : Service Mark: Reg. No. 2,050,894
3. Products: The Company has complete rights and ownership for the Company software products CSA/NASTRAN and CSA/GENSA. NASTRAN is a registered trademark of the National Aeronautics and Space Administration (NASA). Boeing has placed restrictions that the Company must not sell the source code of the Boeing routines that the Company has purchased from Boeing and enhanced to any third party without the prior written approval of Boeing.
4. Contracts: Agreement between Boeing and the Company referred to in paragraph A(3) above. Agreement between COSMIC represented by an invoice dated August 12, 1988 and entered into when Level 16 source code of NASTRAN was purchased.
5. Notice of Infringement: None.
6. Agreements: Except for the following, all employees have executed Employee Agreements and such:
 - (a) Ms. Janice Boren