
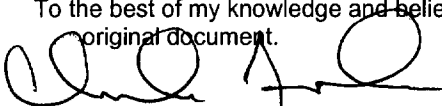


11-29-2002

FORM PTO-1595 1-31-92	<b>R</b>		<b>HEET</b>	<b>U.S. DEPARTMENT OF COMMERCE</b> Patent and Trademark Office
Docket No.		102297005		
To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.				
1. Name of conveying party(ies): <u>PDA ENGINEERING</u>  <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation      State: <u>California</u> <input type="checkbox"/> Other  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party: Name: <u>MSC SOFTWARE CORPORATION</u> Internal Address: <u>Linda M. Danner</u> City: <u>Santa Ana</u> State: <u>CA</u> Zip: <u>92707</u> Street Address: <u>2 MacArthur Place</u> City: <u>Santa Ana</u> State: <u>CA</u> Zip: <u>92707-5924</u>  <input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation      State <u>Delaware</u> <input type="checkbox"/> Other Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>September 18, 2002</u>				
4. Application number(s) or Trademark number(s): If this document is being filed together with a new application, the execution date of the application is: _____ A. Trademark Application No(s): _____      B. Trademark No(s): <u>1,268,524</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
5. Name and address of party to whom correspondence concerning document should be mailed:  Name: <u>Samuel B. Stone</u>  Internal Address: <u>Orrick, Herrington &amp; Sutcliffe LLP</u> <u>4 Park Plaza, Suite 1600</u> <u>Irvine, California 92614-2558</u> Phone: <u>(949) 567-6700</u>		6. Total number of applications and trademarks involved: <u>1</u> 7. Total fee (37 CFR 3.41):      \$ 40.00 <input checked="" type="checkbox"/> <b>Charge Deposit Account No. 150665</b> <input checked="" type="checkbox"/> Charge this Deposit Account if any additional fee is required 8. Deposit Account Number: <b>150665</b>		
<b>DO NOT USE THIS SPACE</b>				
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. <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 60%;">   <u>Charles C. Fowler – Reg. No. 39,675</u> </div> <div style="width: 35%; text-align: right;">           Date: <u>November 20, 2002</u> </div> </div> <div style="text-align: right; margin-top: 10px;"> <b>FINANCE SECTION</b>        NOV 20 2002        AM 10:43     </div>				
Total number of pages including cover sheet: <b>5</b>				
OMB No. 0651-0011 (exp. 4/94)				
<b>Do not detach this portion</b> Mail documents to be recorded with required cover sheet information to: <b>Director — U.S. Patent and Trademark Office</b> <b>Box Assignments</b> <b>Washington, D.C. 20231</b> Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503				

DOCSOC1:130362.1  
13365-1

11/27/2002 6TOM11 00000087 150665 1268524

01 FC:8521 40.00 CH

**TRADEMARK**  
**REEL: 002624 FRAME: 0581**

**STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT  
Section 253**

**CERTIFICATE OF OWNERSHIP  
MERGING**

**MARC ANALYSIS RESEARCH CORPORATION  
PDA ENGINEERING**

**INTO**

**MSC.SOFTWARE CORPORATION**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

MSC.Software Corporation, a corporation incorporated on the 7<sup>th</sup> day of July 1, 1994, pursuant to the provisions of the General Corporation law of the State of Delaware;

**DOES HEREBY CERTIFY:**

- (1) That this corporation owns 100% of the capital stock of *MARC Analysis Research Corporation*, a corporation incorporated on the 19<sup>th</sup> day of March, 1981, pursuant to the provisions of the General Corporation Law of the State of California, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 31st day of July, 2002, determined to and did merge into itself said MARC Analysis Research Corporation;
- (2) That this corporation owns 100% of the capital stock of *PDA Engineering*, a corporation incorporated on the 24<sup>th</sup> day of April, 1972, pursuant to the provisions of the General Corporation Law of the State of California, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 31st day of July, 2002, determined to and did merge into itself said PDA Engineering;

which resolutions are in the following words to wit:

**WHEREAS**, this corporation lawfully owns 100% of the outstanding stock of *MARC Analysis Research Corporation*, a corporation organized and existing under the laws of California, and

**WHEREAS**, this corporation lawfully owns 100% of the outstanding stock of *PDA Engineering*, a corporation organized and existing under the laws of California, and

**WHEREAS**, this corporation desires to merge into itself the said *MARC Analysis Research Corporation* and *PDA Engineering*, and to be possessed of all the estate, property, rights, privileges and franchises of said corporations;

**NOW, THEREFORE, BE IT RESOLVED**, that this corporation merge into itself said *MARC Analysis Research Corporation*, and *PDA Engineering*, and assumes all of the liabilities and obligations of said corporations, and

**FURTHER RESOLVED**, that an authorized officer of this corporation be and he hereby is directed to make and execute a certificate of ownership setting forth a copy of the resolutions to merge said *MARC Analysis Research Corporation*, and *PDA Engineering*, and assume all liabilities and obligations of said corporations and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Dover County; and

**FURTHER RESOLVED**, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

**IN WITNESS WHEREOF**, said MSC Software Corporation has caused its corporate seal to be affixed and this certificate to be signed by the Chief Financial Officer, an authorized officer, this 18th day of September 2002.

MSC. SOFTWARE CORPORATION

By: 

Name: Louis A. Greco

Title: Chief Financial Officer

---

CERTIFICATE OF MAILING  
(37 C.F.R. §1.10)

I hereby certify that this Recordation Form Cover Sheet (along with any referred to as being attached or enclosed) is being deposited with the United States Postal Service on the date shown below with sufficient postage as 'Express Mail Post Office To Addressee' in an envelope addressed to Director – U.S. Patent and Trademark Office, Box Assignments, Washington, D. C. 20231.

EV209283980US

Express Mail Label No.

Jodie Davis

Name of Person Mailing Paper

November 20, 2002

Date of Deposit

Jodie Davis

Signature of Person Mailing Paper

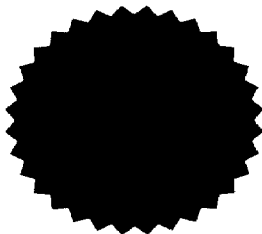
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MARC ANALYSIS RESEARCH CORPORATION", A CALIFORNIA CORPORATION,

"PDA ENGINEERING", A CALIFORNIA CORPORATION,

WITH AND INTO "MSC.SOFTWARE CORPORATION" UNDER THE NAME OF "MSC.SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2416248 8100M

AUTHENTICATION: 2097181

020710864

DATE: 11-19-02  
TRADEMARK

RECORDED: 11/20/2002

REEL: 002624 FRAME: 0585