

11-29-2002

FORM PTO-1595  
1-31-92



SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Docket No.

102296852

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

1. Name of conveying party(ies): MARC ANALYSIS RESEARCH CORPORATION **11-20-02**

Individual                       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:  
Name: MSC.SOFTWARE CORPORATION  
Internal Address: Linda M. Danner  
City: Santa Ana State: CA Zip: 92707  
Street Address: 2 MacArthur Place  
City: Santa Ana State: CA Zip: 92707-5924

Individual(s) Citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership  
 Limited Partnership  
 Corporation State Delaware  
 Other

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement         Change of Name  
 Other \_\_\_\_\_  
Execution Date: September 18, 2002

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): **See Attached Exhibit A**

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Samuel B. Stone  
Internal Address: Orrick, Herrington & Sutcliffe LLP  
4 Park Plaza, Suite 1600  
Irvine, California 92614-2558  
Phone: (949) 567-6700

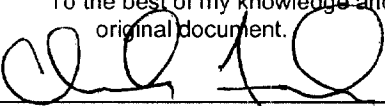
6. Total number of applications and trademarks involved: 4

7. Total fee (37 CFR 3.41): \$115.00  
 Charge Deposit Account No. **150665**  
 Charge this Deposit Account if any additional fee is required

8. Deposit Account Number: **150665**

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.

  
Date: November 20, 2002  
Charles C. Fowler – Reg. No. 39,675

Total number of pages including cover sheet: 6

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

11/27/2002 6TOM11 00000000 150665 1965747 Director — U.S. Patent and Trademark Office

01 FC:8521 40.00 CH  
02 FC:8522 75.00 CH

Box Assignments  
Washington, D.C. 20231

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

OFFICE OF INFORMATION RECORDS  
NOV 20 2002  
FINANCE SECTION  
AM 10:44

**EXHIBIT A**

<b>Mark</b>	<b>Status</b>	<b>Registration No.</b>	<b>Registration Date</b>
MARC	Registered	1,965,747	04/02/96
MARC/AUTOFORGE	Registered	2,084,518	07/29/97
MARC/DESIGNER	Registered	2,033,415	01/28/97
MENTAT	Registered	1,962,097	03/12/96

**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

# Delaware

PAGE 1

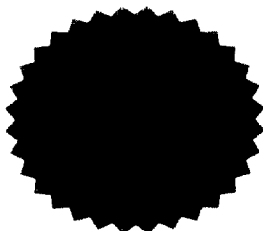
*The First State*

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: 2097182

020710864

DATE: 11-19-02

RECORDED: 11/20/2002

TRADEMARK  
REEL: 002624 FRAME: 0714