

RE

03-07-2003



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

102383408

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

1. Name of conveying party(ies):

3603

Spatial Components, LLC

- Individuals Association
- General Partnership Limited Partnership
- Corporation-State - Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

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

Name: Spatial Corp.

Internal Address: _____

Street Address: 10955 Westmore Drive, Suite 425

City: Westminster State: CO ZIP: 80021

- 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 _____

Execution Date: February 13, 2003

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

B. Trademark Application No.(s)

C. Trademark Registration No.(s)

~~2,356,981~~ ~~2,351,493~~ ~~1,577,507~~ ~~2,447,070~~
~~2,342,417~~ ~~2,526,208~~ ~~2,548,540~~

Additional numbers attached? Yes No

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

Name: Eric H. Weimers

Internal Address: _____

Street Address: Jenner & Block, LLC

One IBM Plaza

City: Chicago State: IL ZIP: 60611

6. Total number of applications and registrations involved: _____

7

7. Total fee (37 CFR 3.41)..... \$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

10-0460

(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.

Eric H. Weimers
Name of Person Signing

[Signature]
Signature

February 28, 2003
Date

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

4

TRADEMARK

TRADEMARK ASSIGNMENT

WHEREAS, Spatial Components, LLC ("Components"), a Delaware limited liability company, owns all right, title and interest in and to the United States and foreign trademarks, and trademark registrations and applications therefor, set forth in Schedule A attached hereto (the "Trademarks"); and

WHEREAS, Components is a party to that certain purchase agreement by and among Dassault Systemes Corp. ("Dassault"), a Delaware corporation, Spatial Technology, Inc. ("Technology"), a Delaware corporation, and Components, dated as of July 4, 2000, as amended September 2, 2000 (the "Purchase Agreement"), pursuant to which Technology assigned to Components the Trademarks, and the permitted assignee of Dassault, Spatial Corp. ("Spatial"), a Delaware corporation and a wholly-owned subsidiary of Dassault, purchased all of the Components Membership Interests (as defined in the Purchase Agreement);

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

As of the Closing Date as defined in the Purchase Agreement, Components does hereby sell, assign, transfer and quitclaim unto Spatial the entire right, title and interests of Components in and to the Trademarks, together with the goodwill of the business symbolized thereby and Components hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States and any official of any foreign country whose duty it is to issue trademark registrations, to issue all registrations for the Trademarks to Spatial, in accordance with the terms of this agreement. Upon Spatial's request, Components will execute all documents and take all actions reasonably necessary to perfect the assignment granted herein.

SPATIAL COMPONENTS, LLC
By: [Signature]
Name: Michael Payne
CEO
Title: _____

SPATIAL CORP.
By: [Signature]
Name: Michael Payne
CEO
Title: _____

STATE OF COLORADO)
Jefferson) ss.
COUNTY OF BOULDER)

On February 13³, 2002, before me personally appeared the aforesaid, known to me to be the person(s) whose name is(are) subscribed to the within instrument, and acknowledged that he(they) executed the same in his(their) authorized capacity on behalf of the respective parties hereto.

[Signature]
Notary Public
My Commission expires Apr. 19, 2004

SCHEDULE A - TRADEMARKS

Mark	Registration/Application No.	Registration/Filing Date
3D Design	CTM 1203124 US 2,356,981 US 2,351,493	20 Sep 2000 13 Jun 2000 23 May 2000
ACIS	FR 1558310 DE 1186956 IT 575563 UK 1401895 US 1,577,507	3 Nov 1989 11 Feb 1993 3 Nov 1989 3 May 1991 16 Jan 1990
JETSCREAM	CA TMA564198 US 2,447,070	2 Jul 2002 24 Apr 2001
SAT	CTM Appl. 1011121 JP 4473068 US 2,342,417	8 Dec 1998 11 May 2001 18 Apr 2000
SPATIAL TECHNOLOGY (Stylized)	CTM 1203116 US 2,526,208 US 2,548,540	26 Sep 2000 1 Jan 2002 12 Mar 2002
STRATA	FR 1558309 DE 1168611 IT 575564	3 Nov 1989 27 Nov 1990 3 Nov 1989
ACIS 3D TOOLKIT		
ACIS AEC HUSK		
ACIS CELLULAR TOPOLOGY HUSK		
ACIS SPACE WARPING		
ACIS ADVANCED SURFACING HUSK		
ACIS PRECISE HIDDEN LINE		
ACIS ADVANCED RENDERING HUSK		
ACIS ADVANCED BLENDING HUSK		
ACIS DEFORMABLE MODELING		
ACIS SHELLING HUSK		
ACIS MESH SURFACE HUSK		
ACIS LOCAL OPERATIONS HUSK		
ACIS HEALING HUSK		
ACIS IGES TRANSLATOR HUSK		
ACIS VDA-FS TRANSLATOR HUSK		
ACIS STEP TRANSLATOR HUSK		
ACIS CATIA TRANSLATOR HUSK		
ACIS PRO/E TRANSLATOR HUSK		
ACIS RevEnge		
SPATIAL DEFORMABLE MODELER		
ACIS OPEN VIEWER		

3D BUILDING BLOX		
INTRAVISION		
CALSVIEW		
VISIONSHARE		