

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
ReShape, Inc.
1255 Terra Bella Avenue
Mountain View, California 94043

Individuals Association
 General Partnership Limited Partnership
 Corporation-State **CA**
 Other _____

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

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

Internal Address: _____
 Street Address: 700 E. Middlefield Road
 City: Mt. View State: CA Zip: 94043

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 Grant of Trademark Security Interest

Execution Date: December 9, 2003

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

76/493,855 76/496,854
76/493,853 76/502,466
76/502,467

Additional numbers attached? Yes No

B. Trademark No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Diana Sanchez Bentz
 Internal Address: _____
Cooley Godward LLP
5 Palo Alto Square
 Street Address: 3000 El Camino Real
 City: Palo Alto State: CA Zip: 94306

6. Total number of applications and trademarks involved. 5

7. Total fee (37 CFR 3.41)..... \$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
03-3115
 (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.

Diana Sanchez Bentz Diana Sanchez Bentz December 10, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 4

437691/303585-100/Right fax to 703-306-5995/skay

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

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TRADEMARK
 REEL: 002761 FRAME: 0549

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant/Applicant: ReShape, Inc.
Trademarks: See Attached Exhibit A

GRANT OF TRADEMARK SECURITY INTEREST

WHEREAS, ReShape, Inc., a California corporation, having its principal offices at 1255 Terra Bella Avenue, Mountain View, CA 94043 ("*ReShape*"), has adopted, used or had an intent-to-use the Trademarks listed in the attached Exhibit A, now registered or in the process of registration in the United States Patent and Trademark Office;

WHEREAS, ReShape entered into that certain Security Agreement dated October 30, 2003 (the "*Security Agreement*"), between ReShape and Synopsys, Inc., a Delaware corporation ("*Secured Party*");

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ReShape hereby:

1. grants a security interest to Secured Party in all right, title and interest of ReShape, pursuant to the Security Agreement, in and to the Trademarks, together with associated goodwill, without recourse or representation or warranty, express or implied; and
2. authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to note and record the existence of the Grant hereby given.

ReShape does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

(Signature page follows)

IN WITNESS WHEREOF, ReShape has caused this Grant to be signed by its duly authorized representative as of this 9th day of December 2003.

RESHAPE, INC.

By: _____


James Douglas,
Chief Executive Officer

Exhibit A

U.S. TRADEMARKS

MARK	APPLICATION NO.	DATE OF APPLICATION
GDS BUILDER	76/493,855	March 3, 2003
GDS EXPRESS	76/496,854	March 3, 2003
PHYSICAL DESIGN FACTORY	76/493,853	March 3, 2003
PD BUILDER	76/502,466	March 31, 2003
PD SHELL	76/502,467	March 31, 2003