

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SystemSoft Corporation		02/22/2000	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Rocket Software, Inc.
Street Address:	275 Grove Street
Internal Address:	1-300
City:	Newton
State/Country:	MASSACHUSETTS
Postal Code:	02466
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2161187	SYSTEMWIZARD
Registration Number:	1645033	SYSTEMSOFT

CORRESPONDENCE DATA

Fax Number: (617)630-7121
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617-614-2112
 Email: peter.kaes@rocketsoftware.com
 Correspondent Name: Peter Kaes
 Address Line 1: 275 Grove Street
 Address Line 2: 1-300
 Address Line 4: Newton, MASSACHUSETTS 02466

NAME OF SUBMITTER:	Peter Kaes
--------------------	------------

Total Attachments: 2
 source=SystemSoft assignment docs_1#page1.tif
 source=SystemSoft assignment docs_2#page1.tif

CH \$65.00 2161187

ACKNOWLEDGEMENT AGREEMENT

This Acknowledgement Agreement (this "Agreement") is made and entered into as of this 2nd day of march, 2000 by and among SystemSoft Corporation ("SystemSoft" or "Debtor"), a Delaware corporation, debtor-in-possession in Bankruptcy Case No. 99-41885-JFQ pending in the United States Bankruptcy Court, District of Massachusetts (Western Division) (the "Bankruptcy Court Proceedings") and Rocket Software, Inc. ("Rocket"), a Massachusetts corporation.

Recitals

WHEREAS, SystemSoft and Rocket are parties to a certain Letter Agreement dated December 30, 1999 under which Rocket agreed to acquire the assets and business of SystemSoft through the Bankruptcy Court Proceedings; and

WHEREAS, pursuant to a Second Amended Plan of Reorganization dated January 7, 2000 (the "Plan"), Rocket has agreed to acquire from SystemSoft and SystemSoft has agreed to issue to Rocket all of the newly issued shares of capital stock of SystemSoft to implement such acquisition; and

WHEREAS, pursuant to an Order of the Bankruptcy Court dated February 22, 2000 (the "Confirmation Order"), the Plan was approved and confirmed, thereby authorizing such acquisition; and

WHEREAS, in accordance with the Confirmation Order, Rocket has acquired from SystemSoft and SystemSoft has issued to Rocket all of the newly issued shares of capital stock of SystemSoft to implement such acquisition.

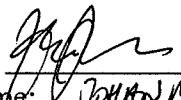
NOW, THEREFORE, in consideration of the premises and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party hereto, SystemSoft and Rocket hereby acknowledge that, except as otherwise provided in the Plan or Confirmation Order:

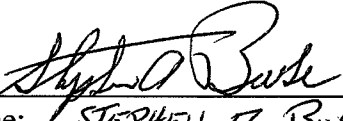
- (a) All property of the Debtor's bankruptcy estate has vested in the Reorganized Debtor;
 - (i) such property includes, without limitation, all intellectual property rights of the Debtor (including all patents owned, patent applications filed, proprietary technology and rights, trademarks, tradenames and the like), all bank accounts and all funds on deposit in such accounts (including all security codes, passwords or other means of identification of ownership of and access to said accounts), all securities, certificates of deposit, and investment instruments owned by the Debtor, all rights and claims of the Debtor asserted in the so-called Microsoft litigation and the Class Action litigation referenced in the Plan, together with any and all recoveries and settlement proceeds therefrom, and the rights and proceeds derived from all contracts and other agreements assumed by the Debtor under the Plan.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered, intending the same to take effect as an instrument under seal, by their duly authorized officers as of the day and year first above written.

ROCKET SOFTWARE, INC.

SYSTEMSOFT CORPORATION

By: 
Name: JOHAN MAGNUSSON
Title: COO

By: 
Name: STEPHEN A. BURKE
Title: CFO

B0122832