

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**  
Mathsoft Engineering & Education, Inc.  
Mathsoft Corporate Holdings, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State DE
- Other

Citizenship (see guidelines) \_\_\_\_\_  
Execution Date(s) 07/23/04

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other

**2. Name and address of receiving party(ies)**  Yes  No

Additional names, addresses, or citizenship attached?  Yes  No

Name: Silicon Valley Bank dba Silicon Valley East  
Internal Address: \_\_\_\_\_  
Street Address: 3003 Tasman Drive  
City: Santa Clara  
State: CA  
Country: US Zip: 95054

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship \_\_\_\_\_
- Other CA-Chartered Bank Citizenship \_\_\_\_\_

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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) \_\_\_\_\_  
Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Christopher E. Kondracki  
Internal Address: \_\_\_\_\_  
Street Address: 2001 Jefferson Davis Highway  
Suite 1007  
City: Arlington  
State: VA Zip: 22202  
Phone Number: 703-415-1555  
Fax Number: 703-415-1557  
Email Address: \_\_\_\_\_

**6. Total number of applications and registrations involved:** 9

**7. Total fee (37 CFR 2.6(b)(6) & 3.41)** \$ 240.00  
 Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**  
a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_  
b. Deposit Account Number 19-3545  
Authorized User Name Christopher E. Kondracki

**9. Signature:** Christopher E. Kondracki Signature 9/1/04 Date

Name of Person Signing \_\_\_\_\_ Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$240.00 193545 78449711

Continuation of 4  
Trademarks

TRADEMARK	REG./SERIAL NUMBER	FILING DATE/ REGISTRATION DATE	STATUS
MATHSOFT (Stylized)	2752836	August 19, 2003	Registered
MATHSOFT	2836034	April 27, 2004	Registered
STUDYWORKS! ONLINE	2604376	August 6, 2002	Registered
STUDYWORKS!	2192085	September 29, 1998	Registered
STUDYWORKS	2107766	October 21, 1997	Registered
MATHSTATION	1552712	August 22, 1989	Registered
MATHECAD	1457219	September 15, 1987	Registered
DESIGNATE	78/449711	July 13, 2004	Pending
CALCULATION MANAGEMENT SUITE	78/450718	July 14, 2004	Pending

**TRADEMARK COLLATERAL AGREEMENT  
AND NOTICE**

This TRADEMARK COLLATERAL AGREEMENT AND NOTICE dated as of July 23, 2004, is among MATHSOFT ENGINEERING & EDUCATION, INC., a Delaware corporation with its principal place of business at 101 Main Street, Cambridge, Massachusetts 02142-1521 ("Borrower"), MATHSOFT CORPORATE HOLDINGS, INC., a Delaware corporation with its principal place of business at 101 Main Street, Cambridge, Massachusetts 02142-1521 ("Guarantor") (Borrower and/or Guarantor, as applicable, shall be referred to collectively hereinafter as "Assignor") and SILICON VALLEY BANK, a California chartered bank with offices at 3003 Tasman Drive, Santa Clara, California 95054 ("Assignee") pursuant to a Loan and Security Agreement dated July 23, 2004, by and among Assignor and Assignee and pursuant to certain other loan documents referenced therein (collectively, the "Loan Documents").

WHEREAS, Assignor is the owner of certain trademarks, including all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, as listed on Exhibit 1 hereto (the "Marks"); and

WHEREAS, Assignee has agreed to extend certain credit to Assignor on condition that the Assignor pledge and grant to Assignee as collateral for the Obligations (as defined in the Loan Documents) a security interest and lien in and to the Marks and all Proceeds thereof and all other related claims and rights as more fully described in a certain Intellectual Property Collateral Agreement (the "Collateral Agreement") in favor of the Assignee dated July \_\_, 2004, by and among Assignor and Assignee;

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks and all Proceeds thereof and gives notice of such security interest and the existence of such Collateral Agreement providing therefor.

Executed as of the date first above written.

**MATHSOFT ENGINEERING &  
EDUCATION, INC.**

By: Michael Labinski  
Name: Michael Labinski  
Title: VP Finance + Admin

and/or

**MATHSOFT CORPORATE HOLDINGS,  
INC.**

By: Michael Labinski  
Name: Michael L. Labinski  
Title: VP Finance + Admin

**EXHIBIT 1****Mathsoft Engineering & Education, Inc.****Trademark Schedule**

## U.S. Trademarks

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CALCULATION MANAGEMENT SUITE	78/450718	July 14, 2004	Pending

## Massachusetts Trademarks

TRADEMARK	REGISTRATION NUMBER	DATE REGISTERED
MATHSOFT (Class 41)	62398	January 15, 2003
MATHSOFT (Class 9)	62399	January 15, 2003
STUDYWORKS!	60260	May 24, 2001
STUDYWORKS ONLINE	60261	May 24, 2001
MATHCAD	38330	May 1, 1986

## Canada Trademarks

TRADEMARK	REGISTRATION NUMBER	DATE REGISTERED
STUDYWORKS!	TMA0517575	October 5, 1999
MATHCAD	TMA 0347819	November 10, 1988

## United Kingdom Trademarks

TRADEMARK	REGISTRATION NUMBER	FILING DATE
MATHSOFT	UK001313959	June 24, 1987
MATHCAD	UK001313960	June 24, 1987
MATHSOFT	UK001528490	March 3, 1993
MATHCAD	UK001528493	October 28, 1994

MATHSOFT STUDYWORKS! (Stylized)	UK002123666	February 14, 1997
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## European Community Trademarks

TRADEMARK	REGISTRATION NUMBER	DATE REGISTERED
MATHSOFT	288555	August 3, 1999
MATHCAD	397646	December 2, 1999
STUDYWORKS!	600718	March 19, 1999

## Japan Trademarks

TRADEMARK	REGISTRATION NUMBER	DATE REGISTERED
MATHSOFT	2627751	February 28, 1994
MATHCAD	2714980	June 28, 1996

## Australia Trademarks

TRADEMARK	REGISTRATION NUMBER	DATE REGISTERED
STUDYWORKS!	741413	August 14, 1997

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