

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mathsoft Engineering & Education, Inc.	FORMERLY Mathsoft, Inc.	03/18/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Partners for Growth, L.P.
Street Address:	180 Pacific Avenue
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2752836	MATHSOFT
Registration Number:	2836034	MATHSOFT
Registration Number:	2604376	STUDYWORKS! ONLINE
Registration Number:	2192085	STUDYWORKS!
Registration Number:	2107766	STUDYWORKS
Registration Number:	1552712	MATHSTATION
Registration Number:	1457219	MATHCAD
Serial Number:	78449711	DESIGNATE

CORRESPONDENCE DATA

Fax Number: (415)358-4780
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 415-381-3283
 Email: bg2@greenspan.org
 Correspondent Name: Benjamin Greenspan

OP \$215.00 2752836

Address Line 1: 620 Laguna Road
Address Line 4: Mill Valley, CALIFORNIA 94941

NAME OF SUBMITTER: Benjamin Greenspan

Signature: /BG/

Date: 03/18/2005

Total Attachments: 3
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EXHIBIT A
FORM OF
TRADEMARK COLLATERAL AGREEMENT AND NOTICE

This Trademark Collateral Agreement and Notice dated as of March 18, 2005, is among Mathsoft Engineering & Education, Inc., a Delaware corporation with its principal place of business at 101 Main Street, Cambridge, Massachusetts 02142-1521 ("Borrower"), and Mathsoft Corporate Holdings, Inc., a Delaware corporation with its principal place of business at 101 Main Street, Cambridge, Massachusetts 02142-1521 as guarantor of Borrower ("Guarantor") (Borrower and/or Guarantor, as applicable, shall be referred to collectively hereinafter as "Assignor") and Partners for Growth, L.P., 180 Pacific Avenue, San Francisco, CA 94111 ("Assignee") pursuant to a Loan and Security Agreement and Guarantor Security Agreement each dated March 18, 2005, by and among the applicable 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 I hereto (the "Marks"); and

WHEREAS, Assignee has agreed to extend certain credit to Borrower 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 Security Agreement (the "Security Agreement") in favor of the Assignee dated March 18, 2005, 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 Security Agreement providing therefor.

Executed as of the date first above written.

MATHSOFT ENGINEERING &
EDUCATION, INC.

By: 
Name: Michael L. Labinski
Title: CFO

MATHSOFT CORPORATE HOLDINGS,
INC.

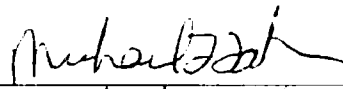
By: 
Name: Michael L. Labinski
Title: CFO

EXHIBIT 1
Mathsoft Engineering & Education, Inc.
Trademark Schedule

U.S. Trademarks

TRADEMARK	REG/SERIAL NUMBER	FILING DATE/ REGISTRATION DATE	STATUS
MATHSOFT (Stylized)	2,752,836	August 19, 2003	Registered
MATHSOFT	2,836,034	April 27, 2004	Registered
STUDYWORKS! ONLINE	2,604,376	August 6, 2002	Registered
STUDYWORKS!	2,192,085	September 29, 1998	Registered
STUDYWORKS	2,107,766	October 21, 1997	Registered
MATHSTATION	1,552,712	August 22, 1989	Registered
MATHCAD	1,457,219	September 15, 1987	Registered
DESIGNATE	78/449,711	July 13, 2004	Pending – initialized

Massachusetts Trademarks

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

Canada Trademarks

TRADEMARK	SERIAL/ REGISTRATION NUMBER	DATE FILED/REGISTERED
STUDYWORKS!	TMA0517575	October 5, 1999
MATHCAD	TMA0347819	November 10, 2003
DESIGNATE	CA122478000	07/26/2004

United Kingdom Trademarks

TRADEMARK	REGISTRATION NUMBER	FILING DATE
DESIGNATE	UK002368673	July 21, 2004
MATHSOFT	UK001313959	June 24, 1987
MATHCAD	UK001313960	June 24, 1987
MATHSOFT	UK001528490	March 3, 1993
MATHCAD	UK001528493	March 3, 1993
MATHSOFT STUDYWORKS! (Stylized)	UK002123666	February 14, 1997
CALCULATION MANAGEMENT SUITE	UK002368578	July 20, 2004

European Community Trademarks

TRADEMARK	REGISTRATION NUMBER	FILING DATE
MATHSOFT	288555	April 1, 1996
MATHCAD	397646	April 1, 1996
STUDYWORKS!	600718	August 13, 1997
DESIGNATE	3944551	July 21, 2004

Japan Trademarks

TRADEMARK	SERIAL/ REGISTRATION NUMBER	DATE FILED/REGISTERED
DESIGNATE	2004-067285	July 21, 2004
MATHSOFT	262775	February 28, 1994
MATHCAD	2714980	June 28, 1996

Australia Trademarks

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

China Trademarks

TRADEMARK	REGISTRATION NUMBER	DATE FILED/REGISTERED
MATHSOFT (Class 9)	(not yet available)	November 10, 2004
MATHCAD	(not yet available)	November 10, 2004
MATHSOFT (Class 41)	(not yet available)	November 10, 2004

Mathsoft Corporate Holdings, Inc.

None registered