

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/10/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American MSI Corporation		02/10/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	American MSI Corporation, LLC
Street Address:	5245 Maureen Lane
City:	Moorpark
State/Country:	CALIFORNIA
Postal Code:	93021
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	78149212	MATRIX
Serial Number:	78138785	CELLTRACK PRO
Serial Number:	78098714	ALTANIUM
Serial Number:	74440838	ACTIVE REASONING

CORRESPONDENCE DATA

Fax Number: (617)523-1231
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617.570.1292
 Email: mrovner@goodwinprocter.com
 Correspondent Name: Miriam J. Rovner, Senior Paralegal
 Address Line 1: Goodwin Procter LLP
 Address Line 2: Exchange Place, 53 State Street
 Address Line 4: Boston, MASSACHUSETTS 02109

NAME OF SUBMITTER: Miriam J. Rovner

TRADEMARK

Signature:

/Miriam J. Rovner/

Date:

03/25/2005

Total Attachments: 5

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State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 16 2004



Kevin Shelley
Secretary of State

D0733032

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

AGREEMENT OF MERGER
OF
AMERICAN MSI CORPORATION, A CALIFORNIA CORPORATION
AND
AMERICAN MSI CORPORATION, LLC, A DELAWARE LIMITED LIABILITY
COMPANY

FEB 26 2004
KEVIN SHELLEY
Secretary of State

THIS AGREEMENT OF MERGER (the "Merger Agreement") is made and entered into as of February 10, 2004, by and between American MSI Corporation ("AMSI"), a California corporation and wholly-owned subsidiary of Moldflow Corporation, ("Parent"), and American MSI Corporation, LLC (the "Company"), a Delaware limited liability company qualified to do business in California under the name "American MSI, LLC" and wholly-owned subsidiary of Parent.

WITNESSETH

WHEREAS, the Company is a limited liability company duly formed, validly existing and in good standing under the laws of the State of Delaware, with all of the Company's authorized equity interests owned by Parent (the "Company Equity Interests");

WHEREAS, AMSI is a corporation duly organized and validly existing under the laws of the State of California, with authorized capital stock consisting of seventy (70) shares of Common Stock, no par value per share (the "AMSI Common Stock"), of which 70 shares are issued and outstanding and owned by Parent;

WHEREAS, the respective Boards of Directors of Parent and AMSI have determined that it is advisable and in their mutual best interests and the best interests of their respective shareholders, and Parent, as the sole member of the Company, has authorized and approved, that AMSI merge with and into the Company (the "Merger") with the Company as the surviving entity of the Merger upon the terms and conditions herein provided;

WHEREAS, a Certificate of Merger (the "Certificate of Merger") will be filed with the Secretary of State of the State of Delaware to effect the Merger in such state; and

WHEREAS, the respective Boards of Directors of Parent and AMSI have, and Parent, as the sole member of the Company and the sole shareholder of AMSI, has, authorized and approved this Merger Agreement and the Certificate of Merger.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereby agree as follows:

1. Merger. AMSI shall be merged with and into the Company on the terms and conditions hereinafter set forth. At the Effective Time (as defined below), the separate existence of AMSI shall cease and the Company shall be the surviving entity (the "Surviving Entity"), under the name "American MSI Corporation, LLC". The Merger shall be effective upon the filing of this Merger Agreement and its accompanying certificates of approval attached hereto, with the Secretary of State of the State of California in the manner required by Section 1113 of the California Corporations Code (the "Effective Time").

2. Governing Documents and Directors and Officers. The certificate of formation of the Company and limited liability company operating agreement of the Company immediately prior to the Effective Time of the Merger shall be the certificate of formation and limited liability company operating agreement of the Surviving Entity, respectively, as of the Effective Time.

3. Succession. At the Effective Time, the Surviving Entity shall succeed, without other transfer, to all the rights and property of each of the Company and AMSI in the manner set forth in Section 1113 of the California Corporations Code.

4. Cancellation of AMSI Common Stock. At the Effective Time, all of the issued and outstanding shares of capital stock of AMSI, including, without limitation, all AMSI Common Stock, that is issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without the need for any further action on the part of the holder thereof, be cancelled without consideration and the Company Equity Interests of the Surviving Entity outstanding immediately prior to the Merger shall remain issued and outstanding.

5. Additional Provisions.

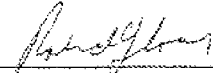
(a) Notwithstanding the approval of this Merger Agreement by Parent, as the sole shareholder of AMSI and the sole member of the Company, this Merger Agreement may be terminated at any time prior to the Effective Time of the Merger by mutual agreement of the Boards of Directors of the Company and AMSI.

(b) This Merger Agreement may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one agreement.

[Remainder of Page Intentionally Left Blank; Signature Page to Follow]

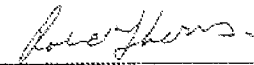
IN WITNESS WHEREOF, the parties have executed this Merger Agreement as of the date first set forth above.

AMERICAN MSI CORPORATION, LLC
a Delaware limited liability company
By: Moldflow Corporation, its sole member

By: 
A. Roland Thomas, President

By: 
Lori M. Henderson, Secretary

AMERICAN MSI CORPORATION
a California corporation

By: 
A. Roland Thomas, President

By: 
Lori M. Henderson, Secretary



State of California
Kevin Shelley
Secretary of State

OTHER BUSINESS ENTITY
CERTIFICATE OF MERGER

(Corporations Code Sections 1113(g)(1) and (2), 6019.1, 6019.3 and 12540.1)

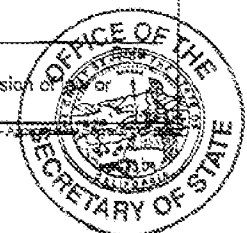
Filing Fee - Please see instructions.
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: American MSI, LLC	2. Type of entity: LLC	3. Secretary of State File Number: 200403410142	4. Jurisdiction: Delaware												
5. Name of disappearing entity: American MSI Corporation	6. Type of entity: Corporation	7. Secretary of State File Number: C1272318	8. Jurisdiction: California												
9. Future effective date, if any: Month Day Year N/A															
10. If a vote was required enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required: <table border="1"> <thead> <tr> <th colspan="2">Surviving Entity</th> <th colspan="2">Disappearing Entity</th> </tr> <tr> <th>Each class entitled to vote</th> <th>Percentage of vote required</th> <th>Each class entitled to vote</th> <th>Percentage of vote required</th> </tr> </thead> <tbody> <tr> <td>100 Equity Interests</td> <td>Majority of Equity Interests</td> <td>70 Shares of Common Stock</td> <td>Majority of Common Stock</td> </tr> </tbody> </table>				Surviving Entity		Disappearing Entity		Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required	100 Equity Interests	Majority of Equity Interests	70 Shares of Common Stock	Majority of Common Stock
Surviving Entity		Disappearing Entity													
Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required												
100 Equity Interests	Majority of Equity Interests	70 Shares of Common Stock	Majority of Common Stock												
11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.															
12. If equity securities of a parent party are to be issued in the merger: N/A <input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.															
SECTION 13 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, DOMESTIC LIMITED PARTNERSHIP OR PARTNERSHIP.															
13. Requisite changes to the information set forth in the Articles of Organization, Certificate of Limited Partnership or Statement of Partnership Authority of the surviving limited liability company, limited partnership or partnership resulting from the merger. Attach additional pages, if necessary.															
SECTION 14 IS APPLICABLE IF THE SURVIVING ENTITY IS AN OTHER BUSINESS ENTITY.															
14. Principal business address of the surviving other business entity: Address: 6245 Maureen Lane City: Moorpark State: CA Zip: 93021															
15. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary. N/A															
16. Statutory or other basis under which each foreign other business entity is authorized to effect the merger. Section 1113 of the California Corporate Law and Section 19-508 of the Delaware Limited Liability Company Act															
17. Number of pages attached, if any:															
18. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.															
A. Roland Thomas <i>X [Signature]</i> 2/9/2004 Signature of Authorized Person for the Surviving Entity Date		A. Roland Thomas President, Moldflow Corporation its sole member 2/9/2004 Type of Print Name and Title of Person Signing Date													
Lori M. Henderson <i>X [Signature]</i> 2/9/2004 Signature of Authorized Person for the Surviving Entity Date		Lori M. Henderson Vice President, Moldflow Corporation its sole member 2/9/2004 Type of Print Name and Title of Person Signing Date													
_____ Signature of Authorized Person for the Disappearing Entity Date		_____ Type of Print Name and Title of Person Signing Date													
_____ Signature of Authorized Person for the Disappearing Entity Date		_____ Type of Print Name and Title of Person Signing Date													

SECRETARY (REV. 12/2003)

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