

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/22/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Synchronicity Software, Inc.		12/22/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MatrixOne, Inc.
Street Address:	900 Chelmsford Street
City:	Lowell
State/Country:	MASSACHUSETTS
Postal Code:	01851
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2511403	SYNCHRONICITY
Registration Number:	2168867	SYNCHRONICITY

CORRESPONDENCE DATA

Fax Number: (617)526-5000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-526-6448
 Email: janey.davidson@wilmerhale.com
 Correspondent Name: Michael J. Bevilacqua, Esquire
 Address Line 1: Wilmer Cutler Pickering Hale and DorrLLP
 Address Line 2: 60 State Street
 Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	109204129
NAME OF SUBMITTER:	Michael J. Bevilacqua

CH \$65.00 2511403

Signature:

/michael j. bevilacqua/

Date:

02/27/2008

Total Attachments: 3

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SYNCHRONICITY SOFTWARE, INC.
(a Delaware corporation)

INTO

MATRIXONE, INC.
(a Delaware corporation)

MatrixOne, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 19th day of July, 1983, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the stock of Synchronicity Software, Inc., a corporation incorporated on the 13th day of April, 1999 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Corporation, by unanimous written consent dated the 20th day of December, 2006, duly adopted the following resolutions:

RESOLVED: That, following the one-time special dividend to the Corporation of all the shares of capital stock of Synchronicity Software, Inc. held by MatrixOne International, Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, the Corporation is hereby authorized to merge Synchronicity Software, Inc. with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law, with this Corporation to be the survivor of such merger;

RESOLVED: That the President, Treasurer and Secretary of the Corporation be, and each hereby is, authorized to execute a Certificate of

Ownership and Merger with respect to the merger of Synchronicity Software, Inc. with and into the Corporation, cause the same to be filed with the Secretary of State of Delaware and take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger;

RESOLVED: That the merger of Synchronicity Software, Inc. with and into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 22nd day of December, 2006.

MATRIXONE, INC.

By: 

Name: Ludovic Monchal

Title: Treasurer