

Form PTO-1594 (Rev. 09-08)
OMB Collection 0651-0027 (exp. 10/31/2008)

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):

Mathsoft Engineering & Education, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) October 10, 2008

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes

No

Name: Parametric Technology Corporation

Internal _____

Address: _____

Street Address: 140 Kendrick Street

City: Needham

State: Massachusetts

Country: U.S.A. Zip: 02494

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____
- Citizenship _____
- Citizenship _____
- Citizenship Massachusetts
- 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)

3009783, 3030683, 2752836, 2836034, 2604376, 2192085, 1552712, 1457219

Additional sheet(s) attached? Yes No

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

CALCULATION MANAGEMENT SUITE, DESIGNATE, MATHSOFT, MATHSOFT, STUDYWORKS! ONLINE, STUDYWORKS!, MATHSTATION, MATHCAD

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

Name: Thomas V. Smurzynski Esq.

Internal Address: Lahive & Cockfield, LLP

Street Address: One Post Office Square

City: Boston

State: MA Zip: 02109

Phone Number: (617) 227-7400

Fax Number: (617) 742-4214

Email Address: ptotvs@lahive.com

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$215

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 501558

Authorized User Name Thomas V. Smurzynski

9. Signature: Thomas V. Smurzynski
Signature

OCT. 15, 2008
Date

Thomas V. Smurzynski
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (671) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

TRADEMARK

REEL: 003870 FRAME: 0212

700387853

CH \$216.00 601558 3009783

ASSIGNMENT OF TRADEMARKS

WHEREAS, Mathsoft Engineering & Education, Inc., a Delaware corporation having a place of business at 140 Kendrick Street, Needham Massachusetts 02494 (hereinafter "Assignor") uses and is the owner of the trademarks and corresponding U.S. trademark registration numbers listed below (the "Marks"), together with the goodwill of the business symbolized thereby in connection with the goods and/or services on which the Marks are used (hereinafter "Goodwill"); and

Serial Number	Registration Number	Word Mark
78450718	3009783	CALCULATION MANAGEMENT SUITE
78449711	3030683	DESIGNATE
76481168	2752836	MATHSOFT
76466388	2836034	MATHSOFT
76272132	2604376	STUDYWORKS! ONLINE
75309966	2192085	STUDYWORKS!
73830195	1612774	AXUM
73773568	1552712	MATHSTATION
73592981	1457219	MATHCAD

WHEREAS, Parametric Technology Corporation, a Massachusetts Corporation, having a place of business at 140 Kendrick Street, Needham, Massachusetts 02494, (the "Assignee"), is desirous of acquiring any and all rights that Assignor may have in and to the Marks, together with the Goodwill; and

WHEREAS, the Assignor desires to convey, transfer, assign, and deliver to the Assignee all of its right, title, and interest in and to the Marks along with the Goodwill;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby convey, transfer, assign, and deliver unto the Assignee all right, title and interest in and to the Marks, as specified above, together with (i) the Goodwill, (ii) all income, royalties, and damages that become due or payable to the Assignor with respect to the Marks, including damages and payments for past, present, and/or future

infringements, misappropriations, dilutions, or other damage of or to the Marks, and (iii) the right to sue and recover for all past, present, and/or future infringements, misappropriations, dilutions, or other damage of or to the Marks.

This Assignment and each of its provisions shall be binding on and shall inure to the benefit of the respective heirs devisees, legatees, executors, administrators, trustees, successors, and assignees of the parties to this Assignment.

If any provision of this Assignment is found invalid or unenforceable under judicial decree or decision, the remainder shall remain valid and enforceable according to its terms.

This Assignment shall be governed by the laws of the Commonwealth of Massachusetts applicable to Assignments made and fully performed in Massachusetts.

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, on this 10th day of October, 2008.

Mathsoft Engineering & Education, Inc.

A.C. - Staats

By: Aaron C. von Staats, Director

COMMONWEALTH OR STATE OF MASSACHUSETTS)
)ss.
COUNTY OF NORFOLK)

On this the 10th day of October, 2008 before me appeared Aaron C. von Staats, the person who signed this instrument, and that he signed such instrument as a free act on behalf of said corporation.

Lauri L Kelber
Notary Public, Lauri L Kelber
My Commission Expires: September 3, 2005

PTO/SB/07 (09-04)

Approved for use through 07/31/2009, OMB 0851-0031

U. S. Patent and Trademark Office: U.S. DEPARTMENT OF COMMERCE

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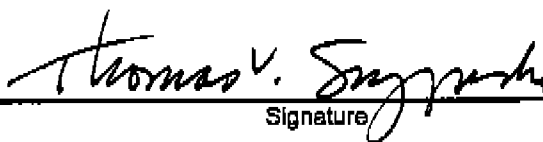
Reg. Nos.: 3009783, 3030683, 2752836, 2836034,
2604376, 2192085, 1552712, 1457219

Attorney Docket No.: PAS-207

Certificate of Transmission under 37 CFR 1.8

I hereby certify that this correspondence is being facsimile transmitted to the United States Patent and Trademark Office.

on October 15, 2008
Date


Signature

Thomas V. Smurzynski

Typed or printed name of person signing Certificate

24,798
Registration Number, if applicable

(617) 227-7400
Telephone Number

FAX TRANSMISSION

DATE: October 15, 2008

PTO IDENTIFIER:

Registration Nos.: 3009783, 3030683, 2752836, 2836034, 2604376,
2192085, 1552712, 1457219

Applicant /Owner: Mathsoft Engineering & Education, Inc.

MESSAGE TO: USPTO PTAS System

FAX NUMBER: (571) 273-0140

FROM: LAHIVE & COCKFIELD, LLP

Thomas V. Smurzynski

PHONE: (617) 227-7400

Attorney Dkt. #: PAS-207

PAGES (Including Cover Sheet): 5

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