

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MTC Software, Inc.		12/31/2008	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Hypertherm, Inc.		
Street Address:	21 Great Hollow Road		
City:	Hanover		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03755		
Entity Type:	CORPORATION: NEW HAMPSHIRE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3368768	DESIGN2FAB	
Registration Number:	3460498	MTC SOFTWARE	
Registration Number:	3470374	POWER MADE SIMPLE	
Registration Number:	2741321	PRONEST	
Registration Number:	2741322	TURBONEST	
CORRESPONDENCE DATA			
Fax Number:	(617)523-1231		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		
ATTORNEY DOCKET NUMBER:	120268/188872		

CH \$140.00 3368768

NAME OF SUBMITTER:	Miriam J. Rovner
Signature:	/mjr/
Date:	01/15/2009
Total Attachments: 5 source=Hypertherm- PB Notice of Trademark Assignment#page1.tif source=Hypertherm- PB Notice of Trademark Assignment#page2.tif source=Hypertherm- PB Notice of Trademark Assignment#page3.tif source=Hypertherm- PB Notice of Trademark Assignment#page4.tif source=Hypertherm- PB Notice of Trademark Assignment#page5.tif	

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment") is made effective this 31st day of December, 2008, by and between **MTC Software, Inc.**, a corporation organized and existing under the laws of New York ("Assignor"), and having a principal place of business at 22 West Main Street, Lockport, NY and **Hypertherm, Inc.**, a corporation organized and existing under the laws of New Hampshire ("Assignee") and having a principal place of business at 21 Great Hollow Road, Hanover, NH .

WHEREAS, Assignor holds all right, title and interest in and to the trademarks, service marks and trade names identified in the attached Schedule A (the "Marks"); and

WHEREAS, Assignee, in connection with Assignee's purchase of Assignor's assets under that certain Asset Purchase Agreement dated as of December 9, 2008, by and among the Assignee, the Assignor and the other parties thereto (the "Purchase Agreement"), is desirous of acquiring the Marks from Assignor, together with the goodwill of the business symbolized thereby.

NOW, THEREFORE, in consideration of the premises set forth above and in the Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

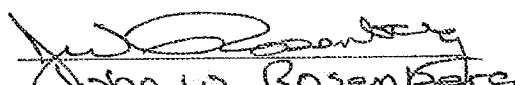
Assignor does hereby sell, assign, convey and transfer unto said Assignee, its successors, assigns, and legal representatives, Assignor's entire right, title and interest in and throughout the United States of America, its territories and all foreign countries, in and to the Marks (including any common law rights that may exist and are associated therewith), together with the goodwill of the business symbolized thereby and appurtenant thereto, the same to be held and enjoyed by said Assignee, its successors, permitted assigns or legal representatives, together with income, royalties, damages or payments due on or after the date hereof, including, without limitation, all claims for damages or payments by reason of infringement or unauthorized use of the Marks, along with the right to sue for past infringements and collect same for Assignee's sole use and enjoyment.

Assignor further authorizes the Director of the United States Patent & Trademark Office, and any official of any U.S. State, or any country or countries foreign to the United States whose duty it is to record trademark registrations, applications and title thereto, to record the Marks and title thereto as the property of Assignee, its successors, legal representatives and assigns in accordance with the terms of this instrument.

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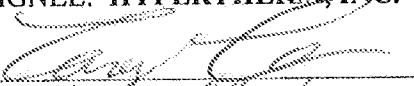
IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as a sealed instrument by its duly authorized officer as of the date first written above.

ASSIGNOR: MTC SOFTWARE, INC.

By: 
Name: John W. Rosenberg
Title: President

ACKNOWLEDGED AND ACCEPTED:

ASSIGNEE: HYPERTHERM, INC.

By: 
Name: Gary Lee
Title: CEO

Trademark Assignment

SCHEDULE A

Marks

United States Trademarks

COUNTRY	MARK	APPLICATION NUMBER/REGISTRATION NUMBER
UNITED STATES	DESIGN2FAB	3368768
UNITED STATES	MTC SOFTWARE	3460498
UNITED STATES	POWER MADE SIMPLE	3470374
UNITED STATES	PRONEST	2741321
UNITED STATES	TURBONEST	2741322

Foreign Trademarks

COUNTRY	MARK	MADRID INTERNATIONAL REGISTRATION NUMBER	FOREIGN COUNTRY APPLICATION NUMBER/REGISTRATION NUMBER
AUSTRALIA	DESIGN2FAB	933038	1198748
AUSTRALIA	MTC SOFTWARE	936888	
AUSTRALIA	POWER MADE SIMPLE	933039	1198749
AUSTRALIA	PRONEST	940457	
AUSTRALIA	TURBONEST	940028	1208902
CANADA	DESIGN2FAB	N/A	1371240
CANADA	MTC SOFTWARE	N/A	1371238
CANADA	POWER MADE SIMPLE	N/A	1371245
CANADA	PRONEST	N/A	1370809
CANADA	TURBONEST	N/A	1370810
CHINA	DESIGN2FAB	933038	N/A
CHINA	MTC SOFTWARE	936888	N/A
CHINA	POWER MADE SIMPLE	933039	N/A

CHINA	PRONEST	940457	N/A
CHINA	TURBONEST	940028	N/A
INDIA	DESIGN2FAB	N/A	1619907
INDIA	MTC SOFTWARE	N/A	1619909
INDIA	POWER MADE SIMPLE	N/A	1619908
INDIA	PRONEST	N/A	1619912
INDIA	TURBONEST	N/A	1619913
JAPAN	DESIGN2FAB	933038	N/A
JAPAN	MTC SOFTWARE	936888	N/A
JAPAN	POWER MADE SIMPLE	933039	N/A
JAPAN	PRONEST	940457	N/A
JAPAN	TURBONEST	940028	N/A
KOREA	DESIGN2FAB	933038	N/A
KOREA	MTC SOFTWARE	936888	N/A
KOREA	POWER MADE SIMPLE	933039	N/A
KOREA	PRONEST	940457	N/A
KOREA	TURBONEST	940028	N/A
MEXICO	DESIGN2FAB	N/A	1042857
MEXICO	MTC SOFTWARE	N/A	894898
MEXICO	POWER MADE SIMPLE	N/A	1042856
MEXICO	PRONEST	N/A	1041552
MEXICO	TURBONEST	N/A	1041551
NORWAY	DESIGN2FAB	933038	N/A
NORWAY	MTC SOFTWARE	936888	N/A
NORWAY	POWER MADE SIMPLE	933039	N/A
NORWAY	PRONEST	940457	N/A

NORWAY	TURBONEST	940028	N/A
OHIM	DESIGN2FAB	933038	N/A
OHIM	MTC SOFTWARE	936888	N/A
OHIM	POWER MADE SIMPLE	933039	N/A
OHIM	PRONEST	940457	N/A
OHIM	TURBONEST	940028	N/A
RUSSIA	DESIGN2FAB	933038	N/A
RUSSIA	MTC SOFTWARE	936889	N/A
RUSSIA	POWER MADE SIMPLE	933039	N/A
RUSSIA	PRONEST	940457	N/A
RUSSIA	TURBONEST	940028	N/A
TAIWAN	DESIGN2FAB	N/A	1325960
TAIWAN	MTC SOFTWARE	N/A	96052452
TAIWAN	POWER MADE SIMPLE	N/A	1325961
TAIWAN	PRONEST	N/A	1325962
TAIWAN	TURBONEST	N/A	1325963
TURKEY	DESIGN2FAB	933038	N/A
TURKEY	MTC SOFTWARE	936889	
TURKEY	POWER MADE SIMPLE	933039	N/A
TURKEY	PRONEST	940457	N/A
TURKEY	TURBONEST	940028	N/A