

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|----------------|--------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | NUNC PRO TUNC ASSIGNMENT | | |
| EFFECTIVE DATE: | 07/30/2004 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Haestad Methods, Inc. | | 01/12/2006 | CORPORATION: CONNECTICUT |
| RECEIVING PARTY DATA | | | |
| Name: | Bentley Systems, Incorporated | | |
| Street Address: | 685 Stockton Drive | | |
| City: | Exton | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 19341 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2909598 | SEWERCAD | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)813-5901 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212-813-5900 | | |
| Email: | anicolescu@fzlj.com | | |
| Correspondent Name: | MARK D. ENGELMANN | | |
| Address Line 1: | FROSS ZELNICK LEHRMAN & ZISSU, P.C. | | |
| Address Line 2: | 866 UNITED NATIONS PLAZA | | |
| Address Line 4: | NEW YORK, NEW YORK 10017 | | |
| ATTORNEY DOCKET NUMBER: | BSYI 0507763 | | |
| NAME OF SUBMITTER: | Mark D. Engelmann | | |
| Signature: | /anca nicolescu/ | | |

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Date:

10/14/2010

Total Attachments: 13

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TO: Benjamin COMPANY:

**CONFIRMATORY
ASSIGNMENT OF TRADEMARKS**

WHEREAS, HAESTEAD METHODS, INC., a corporation organized and existing under the laws of the State of Delaware, located at 37 Brookside Road, Waterbury, Connecticut 06708 ("Assignor"), was the owner of the trademarks listed in the attached schedule (hereinafter, the "Trademarks");

and **WHEREAS, BENTLEY SYSTEMS, INCORPORATED**, a corporation organized and existing under the laws of the State of Delaware, located at 685 Stockton Drive, Exton, Pennsylvania 19341 ("Assignee"), acquired the Trademarks and all associated goodwill in the Trademarks, effective July 30, 2004, as part of the acquisition of the ongoing and related business of the Assignor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby confirms the assignment to Assignee all rights, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the above-named applications and registrations therefor, and with all claims arising out of or relating to the use or ownership of the Trademarks.

HAESTEAD METHODS, INC.

BY: Name: David G. NationTitle: VP SecretaryDate of Signature: 1/11/10

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TRADEMARK
REEL: 003245 FRAME: 0763

TRADEMARK
REEL: 004296 FRAME: 0197

TO: Benjamin COMPANY:

Schedule of Trademarks

| <i>Trademark</i> | <i>Appln/Reg. No.</i> | <i>Appln/Reg Date</i> | <i>Classes</i> |
|---------------------|-----------------------|-----------------------|----------------|
| APEX | 2726681 | Jun 17 2003 | 9 |
| CADMAGIC and Design | 1702968 | Jul 28 1992 | 9 |
| CIVILQUIZ | 2530792 | Jan 16 2002 | 41 |
| CIVIL STORM | 78/341257 | Dec 16, 2003 | 9 |
| CLIENTCARE | 2607275 | Aug 13 2002 | 42 |
| CORPORATECARE | 2748745 | Aug 13 2002 | 42 |
| CULVERTMASTER | 1944336 | Dec 26 1995 | 9 |
| CURRENT METHODS | 2568318 | May 7 2002 | 9 |
| CYBERNET | 1719945 | Sep 29 1992 | 9 |
| DARWIN | 2733403 | Jul 1 2003 | 42 |
| FLEXTABLES | 2655082 | Nov 26 2002 | 9 |
| FLEXUNIT PRO | 78/514313 | May 15, 2003 | 9 |
| FLEXUNITS | 2675694 | Jan 14, 2003 | 9 |
| FLOWMASTER | 1698860 | Jul 7 1992 | 9 |
| GISCONNECT | 78/277961 | Jul 23, 2003 | 9 |

TRADEMARK
REEL: 003245 FRAME: 0764

TRADEMARK
REEL: 004296 FRAME: 0198

TO: Benjamin COMPANY:

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|---------|---------|-------------|----|
| GISTALK | 2897834 | Oct 26 2004 | 38 |
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|-----------------|---------|-------------|---|
| GRAPHICAL HEC-1 | 2487807 | Jul 10 2001 | 9 |
|-----------------|---------|-------------|---|

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| HAESTAD METHODS | 2628943 | Oct 1 2002 | 9 |
|--------------------|---------|------------|---|

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| HAESTAD METHODS | 2812383 | Aug 27 2002 | 41 |
|--------------------|---------|-------------|----|

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| HAESTAD METHODS A+ MODELER AUTHORIZED WATER PROVIDER and Design | 2776360 | Oct 21 2003 | |
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| HAESTAD METHODS CERTIFIED AUTHORIZED WATER PROVIDER and Design | 2776361 | Oct 21 2003 | |
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|--------------------------|---------|-------------|----|
| HAESTAD METHODS EZPAY | 2812244 | Dec 21 2004 | 36 |
|--------------------------|---------|-------------|----|

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| HAESTAD METHODS MASTER MODELER AUTHORIZED WATER PROVIDER and Design | 2776363 | Oct 21, 2003 | B |
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| HAESTAD METHODS MASTER MODELER AUTHORIZED WATER PROVIDER and Design | 2776364 | Oct 21 2003 | 9 |
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TRADEMARK
REEL: 003245 FRAME: 0765

TRADEMARK
REEL: 004296 FRAME: 0199

TO: Benjamin COMPANY:

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|-----------------------------|-----------|--------------|----|
| HAESTAD PRESS | 2674656 | Jan 14 2003 | 16 |
| <hr/> | | | |
| HAESTAD PRESS and Design | 2306147 | Jan 4 2000 | 16 |
| <hr/> | | | |
| HAESTAD SEVERITY INDEX | 2677450 | Jan 21 2003 | 42 |
| <hr/> | | | |
| HAMMER | 2946941 | May 3 2005 | 9 |
| <hr/> | | | |
| HECGEMS | 2847967 | Jun 1 2004 | 9 |
| <hr/> | | | |
| HMI | 2850131 | Nov 12 2002 | 9 |
| <hr/> | | | |
| JUMPSTART | 2484874 | Sep 4 2001 | 41 |
| <hr/> | | | |
| MERGEFAX | 2832210 | Apr 13 2004 | 9 |
| <hr/> | | | |
| PETROGEMS | 2830612 | Apr 6 2004 | 9 |
| <hr/> | | | |
| PONDGEMS | 2817748 | Feb 24 2004 | 9 |
| <hr/> | | | |
| PONDMAKER | 2568260 | May 7 2002 | 9 |
| <hr/> | | | |
| PONDPACK | 2240149 | Apr 20 1999 | 9 |
| <hr/> | | | |
| PUMPMASTER | 2772042 | Oct 7 2003 | 9 |
| <hr/> | | | |
| PUMPMASTER and Design | 2858034 | Jun 22 2004 | 9 |
| <hr/> | | | |
| PUMPTALK | 78/258979 | Jun 5, 2003 | 38 |
| <hr/> | | | |
| SCADACONNECT | 78/416847 | May 10, 2004 | 9 |
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TRADEMARK
REEL: 003245 FRAME: 0766

TRADEMARK
REEL: 004296 FRAME: 0200

TO: Benjamin COMPANY:

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| SEWERCAD | 2909598 | Dec 14 2004 | 9 |
| SEWERCAD | 2306664 | Jan 4 2000 | 9 |
| SEWERGEMS | 2817747 | Feb 24 2004 | 9 |
| SEWERNET | 76/163414 | Nov 9, 2000 | 9 |
| SEWERTALK | 2696713 | Mar 11 2003 | 38 |
| SKELEBRATOR | 2787373 | Nov 25 2003 | 9 |
| STORMCAD | 1925227 | Oct 10 1995 | 9 |
| STORMGEMS | 2817746 | Feb 24 2004 | 9 |
| STORMTALK | 2744955 | Jul 29 2003 | 38 |
| UTALK | 2856968 | Jun 22 2004 | 38 |
| WATERCAD | 1944337 | Dec 26 1995 | 9 |
| WATERGEMS | 2713988 | May 6 2003 | 9 |
| WATEROBJECTS | 2855760 | Jun 22 2004 | 41 |
| WATEROBJECTS | 2753907 | Aug 19 2003 | 9 |
| WATERSAFE | 2807111 | Jan 20 2004 | 9 |
| WATERTALK | 2748701 | Aug 6 2003 | 38 |
| WSS Logo | 2762513 | Sep 9 2003 | 41 |

TRADEMARK
REEL: 003245 FRAME: 0767

TRADEMARK
REEL: 004296 FRAME: 0201

TO: Benjamin COMPANY:

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Design

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RECORDED: 02/13/2006

TRADEMARK
REEL: 003245 FRAME: 0768

TRADEMARK
REEL: 004296 FRAME: 0202

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Trademark : See attached schedule
Reg. No. : See attached schedule
Registrant : Bentley Systems, Incorporated
Our Ref : BSYI 0507764

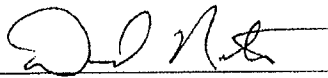
DECLARATION

I am authorized to execute this paper on behalf of the owner of the marks listed in the attached schedule ("Registrant"). I make this Declaration based on my own knowledge.

1. The marks of the attached schedule were owned by Haestead Methods, Inc., a Connecticut corporation.
2. Effective July 30, 2004 all registrations and applications on the attached schedule were assigned to Bentley Systems, Incorporated, a Delaware corporation per attached Confirmatory Assignment executed on January 12, 2006. The Confirmatory Assignment wrongly identified Haestead Methods, Inc. as a Delaware corporation instead of a Connecticut corporation. The assignor at the time, Haestead Methods, Inc. does not exist as a corporate entity anymore, therefore a correct assignment cannot be executed at this time.
3. As a result, Bentley Systems, Incorporated is the current owner of all of the trademark

registrations and applications listed on the attached schedule.

Bentley Systems, Incorporated

By: 
[Signature]

Name: David G. Nation

Title: Sr. VP ; General Counsel

Dated: 5.19.10

Schedule of Trademarks

| <i>Trademark</i> | <i>Appin/Reg. No.</i> | <i>Appin/Reg Date</i> | <i>Classes</i> |
|---------------------|-----------------------|-----------------------|----------------|
| APEX | 2728881 | Jun 17 2003 | 9 |
| CADMAGIC and Design | 1702868 | Jul 28 1992 | 9 |
| CIVILQUIZ | 2630792 | Jan 15 2002 | 41 |
| CIVIL STORM | 76341257 | Dec 16, 2003 | 9 |
| CLIENTCARE | 2807275 | Aug 13 2002 | 42 |
| CORPORATECARE | 2748745 | Aug 13 2002 | 42 |
| CULVERTMASTER | 1944338 | Dec 26 1995 | 9 |
| CURRENT METHODS | 2668318 | May 7 2002 | 9 |
| CYBERNET | 1719945 | Sep 29 1992 | 9 |
| DARWIN | 2733403 | Jul 1 2003 | 42 |
| FLEXTABLES | 2855082 | Nov 26 2002 | 9 |
| FLEXUNIT PRO | 78814313 | May 15, 2003 | 9 |
| FLEXUNITS | 2676694 | Jan 14, 2003 | 9 |
| FLOWMASTER | 1888860 | Jul 7 1992 | 9 |
| GISCONNECT | 78277961 | Jul 23, 2003 | 9 |

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|--|---------|--------------|----|
| GISTALK | 2897634 | Oct 26 2004 | 38 |
| GRAPHICAL HEC-1 | 2487907 | Jul 10 2001 | 9 |
| HAESTAD METHODS | 2625943 | Oct 1 2002 | 9 |
| HAESTAD METHODS | 2812383 | Aug 27 2002 | 41 |
| HAESTAD METHODS A+ MODELER AUTHORIZED WATER PROVIDER and Design | 2776360 | Oct 21 2003 | |
| HAESTAD METHODS CERTIFIED AUTHORIZED WATER PROVIDER and Design | 2776361 | Oct 21 2003 | |
| HAESTAD METHODS EZPAY | 2912244 | Dec 21 2004 | 36 |
| HAESTAD METHODS MASTER MODELER AUTHORIZED WATER PROVIDER and Design | 2776363 | Oct 21, 2003 | 8 |
| HAESTAD METHODS MASTER MODELER AUTHORIZED WATER PROVIDER and Design | 2776364 | Oct 21 2003 | 9 |

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|-----------------------------|-----------|--------------|----|
| HAESTAD PRESS | 2874556 | Jan 14 2003 | 18 |
| HAESTAD PRESS and Design | 2306147 | Jan 4 2000 | 18 |
| HAESTAD SEVERITY INDEX | 2677450 | Jan 21 2003 | 42 |
| HAMMER | 2848941 | May 3 2005 | 9 |
| HECGEMS | 2847987 | Jun 1 2004 | 9 |
| HMI | 2850131 | Nov 12 2002 | 9 |
| JUMPSTART | 2484874 | Sep 4 2001 | 41 |
| MERGEFAX | 2832210 | Apr 13 2004 | 9 |
| PETROGEMS | 2830812 | Apr 6 2004 | 9 |
| PONDGEMS | 2817748 | Feb 24 2004 | 9 |
| PONDMAKER | 2588260 | May 7 2002 | 9 |
| PONDPACK | 2240149 | Apr 20 1999 | 9 |
| PUMPMASTER | 2772042 | Oct 7 2003 | 9 |
| PUMPMASTER and Design | 2856034 | Jun 22 2004 | 9 |
| PUMPTALK | 78/258979 | Jun 5, 2003 | 38 |
| SCADACONNECT | 78/416847 | May 10, 2004 | 9 |

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|--------------|-----------|-------------|----|
| SEWERCAD | 2808598 | Dec 14 2004 | 9 |
| SEWERCAD | 2308864 | Jan 4 2000 | 9 |
| SEWERGEMS | 2817747 | Feb 24 2004 | 9 |
| SEWERNET | 78/183414 | Nov 9, 2000 | 9 |
| SEWERTALK | 2886713 | Mar 11 2003 | 38 |
| SKELEBRATOR | 2787373 | Nov 28 2003 | 9 |
| STORMCAD | 1925227 | Oct 10 1995 | 9 |
| STORMGEMS | 2817748 | Feb 24 2004 | 9 |
| STORMTALK | 2744855 | Jul 29 2003 | 38 |
| UTALK | 2856958 | Jun 22 2004 | 38 |
| WATERCAD | 1944337 | Dec 28 1995 | 9 |
| WATERGEMS | 2713888 | May 8 2003 | 9 |
| WATEROBJECTS | 2855760 | Jun 22 2004 | 41 |
| WATEROBJECTS | 2753807 | Aug 19 2003 | 9 |
| WATERSAFE | 2807111 | Jan 20 2004 | 9 |
| WATERTALK | 2748701 | Aug 5 2003 | 38 |
| WSS Logo | 2782513 | Sep 9 2003 | 41 |

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