

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
Horizontal Systems, Inc.		05/01/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Autodesk, Inc.
Street Address:	The Landmark One Market Street, Suite 500
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	4177747	GLUE

CORRESPONDENCE DATA

Fax Number: 6177375020
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 703-568-5210
 Email: swatson@patentgc.com
 Correspondent Name: Stacey J. Watson, Patent GC LLC
 Address Line 1: 176 Federal Street, 5th Floor
 Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Stacey J. Watson
Signature:	/Stacey J. Watson/
Date:	11/13/2012

Total Attachments: 6

OP \$40.00 4177747

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HORIZONTAL SYSTEMS, INC.
ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (the "**Agreement**") is effective as of May 1, 2012, by and between Horizontal Systems Inc., a Delaware corporation ("**Horizontal**"), and Autodesk, Inc., a Delaware corporation ("**Autodesk**").

WHEREAS, Autodesk, Saddleback Acquisition Corporation, a Delaware corporation and wholly-owned subsidiary of Autodesk, Horizontal, and JIF Equityholders, Inc., entered into an Agreement and Plan of Merger, dated as of November 22, 2011 (the "**Merger Agreement**");

WHEREAS, Autodesk acquired one hundred percent (100%) of the outstanding stock of Horizontal on December 13, 2011, and Horizontal is a wholly-owned subsidiary of Autodesk;

WHEREAS, Horizontal and Autodesk have entered into a Plan of Liquidation and Reorganization, dated December 13, 2011 (the "**Plan**"), whereby Horizontal has agreed to assign all of its assets and liabilities to Autodesk, and Autodesk has agreed to assume all of the obligations of Horizontal;

WHEREAS, pursuant to the Plan, Horizontal will transfer its employees to the payroll of Autodesk, and ultimately merge with and into Autodesk, with Autodesk surviving;

WHEREAS, the Plan, is intended to qualify as a plan of complete liquidation for purposes of Sections 332 and 337 of the Internal Revenue Code of 1986, as amended (the "**Code**") or as a plan of reorganization for purposes of Section 368(a) of the Code;

WHEREAS, that Plan is being undertaken in order to integrate Horizontal and Autodesk operations to streamline the corporate structure and provide efficiencies of management; and

WHEREAS, the transfer of all of the assets and liabilities of Horizontal to its sole stockholder Autodesk, the transfer of the Horizontal employees to Autodesk's payroll, and the merger of Horizontal with and into Autodesk pursuant to the Plan, are intended to qualify as integrated steps in a tax-free liquidation of Horizontal with and into Autodesk pursuant to Sections 332 and 337 of the Code and/or a tax-free reorganization of Horizontal with and into Autodesk, pursuant to Section 368(a) of the Code.

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants contained herein, the parties do hereby agree as follows:

1. **Assignment and Assumption.** Effective as of May 1, 2012, pursuant to the Plan, Horizontal hereby assigns, transfers and sets over to Autodesk all of Horizontal's Intellectual Property (as defined in the Merger Agreement) listed as item 1 on Exhibit A and more fully described on Attachment 1 to Exhibit A.

2. Effective as of July 1, 2012, (the “**Effective Date**”), pursuant to the Plan, Horizontal hereby assigns, transfers and sets over to Autodesk (collectively, the “**Assignment**”) all of Horizontal’s right, title, benefit, privileges and interest in and to, and all of Horizontal’s burdens, obligations and liabilities in connection with, the Acquired Assets listed as items 2 through 6 on Exhibit A, which is intended to consist of all Horizontal’s assets and liabilities. Autodesk hereby accepts the Assignment and assumes and agrees to observe and perform all of the duties, obligations, terms, provisions and covenants, and to pay and discharge all of the liabilities of Horizontal to be observed, performed, paid or discharged from and after the Effective Date, in connection with the Assets.

3. This Assignment shall be made in accordance with the Plan.


4. Each of the parties hereto covenants and agrees, to execute and deliver, at the request of the other party hereto, such further instruments of transfer and assignment and to take such other action as such other party may reasonably request to more effectively consummate the assignments and assumptions contemplated by this Agreement.

5. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument.

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


ASSIGNOR:

HORIZONTAL SYSTEMS, INC.
a Delaware corporation

By: 
Richard M. Foehr
CEO, President and Secretary

ASSIGNEE:

AUTODESK, INC.,
a Delaware corporation

By: 
Richard M. Foehr
Vice President, Assistant General Counsel,
and Assistant Secretary

Signature page of the Assignment and Assumption Agreement of Horizontal Systems, Inc.

EXHIBIT A

ACQUIRED ASSETS

*Capitalized terms used in this Exhibit A are defined or referenced
in the Assignment and Assumption Agreement*


1. All Intellectual Property of Horizontal, including, without limitation, all trademarks, trade names and patents as listed on Attachment 1 to this Exhibit A;
2. All tangible movable property of Horizontal, including, without limitation, all office supplies, material, equipment, furniture, fixtures and leasehold improvements, and all computer and telecommunications equipment of any description;
3. All goods and property forming the inventory of Horizontal, including, without limitation, all work in progress, finished goods, goods held for sale or resale or that have been furnished to a third party under a contract of service, and goods used in or procured for packing or packaging, wherever located;
4. Any and all documents of title or interest in any such property listed in items 1, 2 and 3 above, including, without limitation, all books, invoices, letters, papers and other records in any form evidencing or relating to the foregoing property, and all inbound and outbound software license agreements, non-disclosure agreements and other agreements relating to intellectual property; and
5. Any and all customer relationship agreements and/or contracts.
6. All goodwill.

ATTACHMENT 1 TO EXHIBIT A

INTELLECTUAL PROPERTY

Applicant/Registrant/Current Owner	Jurisdiction	Type	Patent/Mark	App/Registration #	Goods/Services	Status	Actions Due
Horizontal Systems Inc	USA	PATENT	Building Information Management System	13022555	<p>A building information management system integrates data from project management, facilities management and building design tools from a variety of sources, and stores this information for access in a central repository. Owners, builders, facilities managers, architects, engineers and contractors and other constituents can access, store, update and view the integrated data according to the tasks for which they are responsible. Files representing three-dimensional models are stored in the building information management system by parsing them into part files, and by creating mappings among the part files and metadata, and by storing the part files and mappings in a database. The part files and metadata are sufficiently smaller than the larger file representing the three-dimensional model and provide significantly improved viewing performance over a computer network. Additionally, part files and metadata can be streamed individually to a user to create a composite 3D representation of a facility. Such data streaming in a Building Information Management system involves transmitting portions of data for CAD/BIM models, each of which can be rendered independently, from a server to a viewer application. There are primarily two types of data: 2D/3D geometry data and metadata. This data is streamed by loading a first visible piece of the CAD/BIM dataset into the viewer application by loading first parts of the geometry. Then, in the background, both additional geometry and metadata are continually downloaded from the server to local memory for the viewer application, which can be implemented as a cache. After the user interacts with the initial view, the user may request either additional geometry or metadata. The system checks if the additional data have been already downloaded to the cache and loads them. If they do not exist in the cache, then they are requested from the server.</p>	Filed 2/7/2011 Pending	n/a
Horizontal Systems Inc (via Horizontal LLC)	USA	TRADEMARK	HORIZONTAL	3806313	IC 009; Computer software used for building information modeling and management in the architecture, engineering, and construction industry	Granted on 6/20/2010	June 22, 2016; Section 8 & 15 filing due

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Horizontal Systems Inc	USA	TRADEMARK	GLUE	85/149,410	IC 009: Computer software for use in creating simulations for building information modeling and for building information management in the architecture, engineering and construction industry IC 042: Software as a service (SAAS) services featuring software for use in creating simulations for building information modeling and for building information management in the fields of architecture, engineering and construction	Filed 10/11/2010 Pending	February 19, 2012 - Response to final Office Action due; replacement specimen needed
Horizontal Systems Inc	USA	TRADEMARK	JUST GLUE IT	85/149,403	IC 009: Computer software for use in creating simulations for building information modeling and for building information management in the architecture, engineering and construction industry IC 042: Software as a service (SAAS) services featuring software for use in creating simulations for building information modeling and for building information management in the fields of architecture, engineering and construction	Filed 10/11/2010 Pending - Application published on 10/4/2011	None
Horizontal Systems Inc (via Horizontal LLC)	USA	TRADEMARK		77/675,571 3,685,578	IC 009: Computer software used for building information modeling and management in the architecture, engineering, and construction industry	Registered on 9/22/2009	September 22, 2015: Section 8 & 15 filing due