

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM307836

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WELLS FARGO CAPITAL FINANCE, LLC		05/29/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	MSC.SOFTWARE CORPORATION		
Street Address:	2 MACARTHUR CORPORATION		
City:	SANTA ANA		
State/Country:	CALIFORNIA		
Postal Code:	92707		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Registration Number:	1433645	EASY5	
Registration Number:	1433809	EASY5	
Registration Number:	1965747	MARC	
Registration Number:	3491121	MD PATRAN	
Registration Number:	1962097	MENTAT	
Registration Number:	1330631	MSC	
Registration Number:	1571643	MSC	
Registration Number:	2075622	MSC	
Registration Number:	2438042	MSC	
Registration Number:	2467564	MSC SOFTWARE	
Registration Number:	2809503	MSC ADAMS	
Registration Number:	2860287	MSC.DYTRAN	
Registration Number:	2840428	MSC.MARC	
Registration Number:	2834701	MSC MVISION	
Registration Number:	2963114	MSC.PATRAN	
Serial Number:	77416197	SIMENGINEER	
Registration Number:	3478108	SIMENTERPRISE	
Serial Number:	77449424	SIMMATERIALS	
Registration Number:	3030400	SIMOFFICE	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	3400173	SIMTEMPLATE
Registration Number:	2626818	SIMULATING REALITY
Registration Number:	3532682	SIMXPERT
Serial Number:	85139974	PATRAN

CORRESPONDENCE DATA

Fax Number: 6508385109

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 650-838-3743

Email: JLIK@SHEARMAN.COM

Correspondent Name: BENJAMIN PETERSEN

Address Line 1: 3000 EL CAMINO REAL, 6TH FLOOR

Address Line 2: SHEARMAN & STERLING LLP

Address Line 4: PALO ALTO, CALIFORNIA 94306

ATTORNEY DOCKET NUMBER:	36510/25
NAME OF SUBMITTER:	BENJAMIN PETERSEN
SIGNATURE:	/BENJAMIN PETERSEN/
DATE SIGNED:	06/16/2014

Total Attachments: 3

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RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

This **RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL** (this “Release”) is made as of May 29, 2014 (“Effective Date”) by Wells Fargo Capital Finance, LLC, a Delaware limited liability company, in its capacity as agent for the Lender Group and the Bank Product Providers, as such terms are defined in the below defined Credit Agreement (in such capacity, “Agent”), in favor of **MSC.SOFTWARE CORPORATION**, a Delaware corporation (“Grantor”).

WHEREAS, reference is made to that certain Amended and Restated Credit Agreement dated as of December 23, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), by and among the lenders identified on the signature pages thereof (such lenders, together with their respective successors and permitted assigns, are referred to hereinafter each individually as a “Lender” and collectively as the “Lenders”), Agent, **BARCLAYS PRIVATE CREDIT PARTNERS LLC, MAXIMUS HOLDINGS INC.**, a Delaware corporation, and Grantor;

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement dated as of October 13, 2009 (as amended by that certain Amendment Number One to Trademark Security Agreement, dated as of November 1, 2010, and as further amended, restated, supplemented, or otherwise modified from time to time, the “Trademark Security Agreement”), by and between Grantor and Agent, Grantor granted to Agent a security interest in all of Grantor’s right, title and interest in and to the Trademark Collateral (as such term is defined in the Trademark Security Agreement);

WHEREAS, (a) the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on October 13, 2009 at Reel 004077, Frame 0432, and (b) Amendment Number One to Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 1, 2010 at Reel 004309, Frame 0478; and

WHEREAS, Agent now desires to release its security interest in the Trademark Collateral, including, without limitation, the trademark registrations and applications listed on Schedule 1 hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby covenants and agrees as follows:

1. Without representation or warranty of any kind or nature, Agent hereby terminates, releases, and discharges its security interest in the Trademark Collateral granted pursuant to the Trademark Security Agreement, and reassigns to Grantor all right, title, and interest of Agent in the Trademark Collateral pursuant to the Trademark Security Agreement.

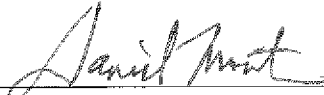
2. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts, in each case at Grantor’s expense, as may be reasonably necessary to effect the release of the security interest in the Trademark Collateral contemplated hereby.

[signature page follows]

IN WITNESS WHEREOF, Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date.

WELLS FARGO CAPITAL FINANCE, LLC,
a Delaware limited liability company, as Agent



By:



Daniel Morihiro
Its Authorized Signatory

SCHEDULE 1
to
RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

Trademark Registrations/Applications

Trademark	Application or Registration Number	Registration Date	Jurisdiction	Registered Owner
EASY5	1,433,645	24-Mar-1987	USA	MSC Software Corporation
EASY5	1,433,809	24-Mar-1987	USA	MSC Software Corporation
MARC	1,965,747	02-Apr-1996	USA	MSC Software Corporation
MD PATRAN	3,491,121	26-Aug-2008	USA	MSC Software Corporation
MENTAT	1,962,097	12-Mar-1996	USA	MSC Software Corporation
MSC	1,330,631	16-Apr-1985	USA	MSC Software Corporation
MSC	1,571,643	19-Dec-1989	USA	MSC Software Corporation
MSC	2,075,622	01-Jul-1997	USA	MSC Software Corporation
MSC and Design 	2,438,042	27-Mar-2001	USA	MSC Software Corporation
MSC SOFTWARE and Design 	2,467,564	10-Jul-2001	USA	MSC Software Corporation
MSC ADAMS	2,809,503	27-Jan-2004	USA	MSC Software Corporation
MSC DYTRAN	2,860,287	06-Jul-2004	USA	MSC Software Corporation
MSC MARC	2,840,428	11-May-2004	USA	MSC Software Corporation
MSC MVISION	2,834,701	20-Apr-2004	USA	MSC Software Corporation
MSC PATRAN	2,963,114	21-Jun-2005	USA	MSC Software Corporation
SIMENGINEER	77/416,197	07-Mar-2008	USA	MSC Software Corporation
SIMENTERPRISE	3,478,108	29-Jul-2008	USA	MSC Software Corporation
SIMMATERIALS	77/449,424	16-Apr-2008	USA	MSC Software Corporation
SIMOFFICE	3,030,400	13-Dec-2005	USA	MSC Software Corporation
SIMTEMPLATE	3,400,173	18-Mar-2008	USA	MSC Software Corporation
SIMULATING REALITY	2,626,818	24-Sep-2002	USA	MSC Software Corporation
SIMXPRT	3,332,682	11-Nov-2008	USA	MSC Software Corporation

Grantor	Country	Mark	Serial No.	Filing Date
MSC Software Corporation	U.S.	PATRAN	85139974	September 28, 2010