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100837680

To the Honorable Commissioner of Patents

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Denim Software LLC

- Individual(s)
- General Partnership
- Corporation - State of _____
- Other: Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: 3380491 CANADA INC.

Street Address: 10 Duke Street

City: Montreal, Quebec Country: Canada

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a different document from assignments)
Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

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

Execution Date: June 11, 1997

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)

75/090,151

B. Registration No.(s)

Additional numbers attached? Yes No

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

Name: Chris Wilson

Internal Address: _____

Street Address: Arnold & Porter

555 Twelfth Street N.W.

City: Washington State: DC ZIP: 20004-1202

6. Total number of applications and registrations involved: One

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-2510

(Attach duplicate copy of this page if paying by deposit account)

09/23/1998 JCHADAZZ 00000218 012510 75090151

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DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James T. Walsh, Esq.
Name of Person Signing

September 2, 1998
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1790 FRAME: 0807

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS is made and entered into this 11 day of June, 1997, by and between Decim Software LLC, a Delaware limited liability company ("Assignor") and 3380491 Canada, Inc., a corporation organized under the Canada Business Corporations Act ("Assignee") and a wholly-owned subsidiary of Discreet Logic Inc.

WHEREAS, pursuant to an Asset Purchase Agreement dated as of June 11, 1997 (the "Asset Purchase Agreement") by and among Assignor, Assignee and the Members named therein, Assignee is purchasing from Assignor and Assignor is selling to Assignee certain Proprietary Rights including the foreign and U.S. trademarks, trademark registrations and applications for trademark registration listed in Schedule I (the "Trademarks");

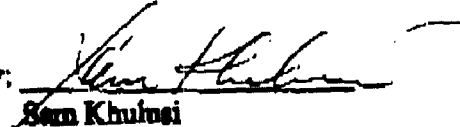
WHEREAS, pursuant to the Asset Purchase Agreement, Assignor desires to assign and transfer to Assignee all of its right, title and interest in and to the Trademarks and Assignee desires to acquire the same;

WHEREAS, pursuant to the Asset Purchase Agreement, Assignor has agreed to execute and deliver such other documents and to take such other actions as may be necessary or desirable to consummate or implement the transactions contemplated by the Asset Purchase Agreement and to vest in Assignee good and marketable title to the assets transferred pursuant to the Asset Purchase Agreement, said assets including the Trademarks;

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, sell, transfer and set over to Assignee, its successors, legal representatives and assigns, all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the business in connection with which the Trademarks have been used or are intended to be used, and all claims, if any, which may have arisen thereunder prior to the date of this Assignment of Trademarks.

IN WITNESS WHEREOF, Assignor has caused this document to be executed by its authorized officer this 11 day of June 1997.

DENIM SOFTWARE LLC

By: 
Sam Khulnei
Manager

[NOTARY JURAT APPEARS ON NEXT PAGE]

STATE OF CALIFORNIA)
COUNTY OF Los Angeles) ss.

On June 11, 1997, before me Claudia G. Hernandez (Notary Public)
(name, title of officer, e.g. "Just. Dep. Notary Public")

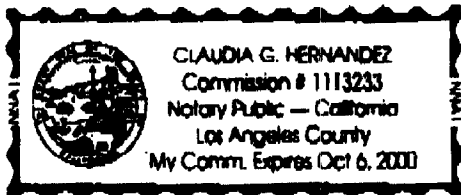
personally appeared Sam Kikulusi
(name(s) of signor(s))

personally known to me - OR -

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity/ies, and that by his/her/their signature(s) on the instrument, the person(s), or the entity upon behalf of which person(s) acted, executed the instrument.

Witness my hand and official seal.

Claudia G. Hernandez
(Signature of Notary)



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