



03-18-2003



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U.S. DEPARTMENT OF COMMERCE
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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <u>3-13-03</u> SPC Software Productivity Centre Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Merant Inc.</u> Internal Address: _____</p> <p>Street Address: <u>3445 NW 211th Terrace</u> City: <u>Hillsboro</u> State: <u>OR</u> Zip: <u>97124</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>California</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>12/20/02</u></p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ _____</p>	<p>B. Trademark Registration No.(s) <u>2132726</u> _____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Stephanie m. Burns</u> Internal Address: <u>Senior Corporate Counsel</u> <u>Merant Inc.</u> _____</p> <p>Street Address: <u>3445 NW 211th Terrace</u> _____</p> <p>City: <u>Hillsboro</u> State: <u>OR</u> Zip: <u>97124</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p>
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DO NOT USE THIS SPACE

<p>9. Signature. <u>Stephanie M. Burns</u> Name of Person Signing</p> <p style="text-align: center;"> Signature</p> <p style="text-align: right;"><u>3-11-03</u> Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 2</p>

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

TRADEMARK
REEL: 002692 FRAME: 0613

TRADEMARK ASSIGNMENT

WHEREAS, SPC Software Productivity Centre Inc., a British Columbia corporation, having its principal place of business located at 1122 Mainland Street, Suite 560, Vancouver, B.C. V6B 5L1, Canada ("Assignor"), is the owner of the following trademark registrations:

<u>Mark</u>	<u>Registration No. & Jurisdiction</u>	<u>Registration Date</u>
ESSENTIALSET AND DESIGN	TMA491381, Canada	March 13, 1998
ESSENTIALSET	2132726, U.S.A.	January 27, 1998

WHEREAS, Merant Inc., a California corporation, having its principal place of business located at 3445 N.W. 211th Terrace, Hillsboro, Oregon 97124, U.S.A. ("Assignee"), the successor of the ongoing and existing business of Assignor relating to the above-identified trademark registrations, is desirous of acquiring all of the above-referenced registrations.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to such trademark registrations, together with the goodwill of the business symbolized by said trademarks.

Signed at Vancouver, this 20th day of December, 2002.

SPC Software Productivity Centre Inc., a British Columbia corporation

By: W. S. Strigel
Wolfgang Strigel, President

PROVINCE OF British Columbia)
: ss.
County of VANCOUVER)

On this 20th day of December, 2002, personally appeared Wolfgang Strigel, to me known and known to me to be the President of SPC Software Productivity Centre Inc., a British Columbia corporation, and acknowledged that he executed the foregoing Trademark Assignment on behalf of said Assignor and pursuant to authority duly received.

[Signature]
NOTARY PUBLIC FOR BRITISH COLUMBIA
My commission expires (LAWYER)