

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	MERGER
------------------------------	--------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aspen Technology, Inc.		03/12/1998	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA	
Name:	Aspen Technology, Inc.
Street Address:	10 Canal Park
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02141
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	75156779	ASPEN TECHNOLOGY, INC.
Serial Number:	75082572	BATCH PLUS

CORRESPONDENCE DATA	
Fax Number:	(603)624-9229
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	603-624-9220
Email:	patent@davisandbujold.com
Correspondent Name:	Davis & Bujold, P.L.L.C.
Address Line 1:	500 North Commercial Street, 4th Floor
Address Line 4:	Manchester, NEW HAMPSHIRE 03101

ATTORNEY DOCKET NUMBER:	ASPEN T82AUS T49AUS
--------------------------------	---------------------

NAME OF SUBMITTER:	Tracy A. Clark
---------------------------	----------------

Total Attachments: 2
source=t49aus.delaware#page1.tif
source=t49aus.cert merger#page1.tif

CH \$65.00 75156779

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ASPEN TECHNOLOGY, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "ASPEN TECHNOLOGY, INC." UNDER THE NAME OF "ASPEN TECHNOLOGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF MARCH, A.D. 1998, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2859683 8100M

981324866

AUTHENTICATION: 9260845

DATE: 08-19-98

CERTIFICATE OF MERGER
OF
ASPEN TECHNOLOGY, INC., A MASSACHUSETTS CORPORATION,
WITH AND INTO
ASPEN TECHNOLOGY, INC., A DELAWARE CORPORATION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

Name	State of Incorporation
Aspen Technology, Inc.	Delaware
Aspen Technology, Inc.	Massachusetts

SECOND: An agreement and plan of merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is "Aspen Technology, Inc."

FOURTH: The certificate of incorporation of Aspen Technology, Inc., a Delaware corporation, as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: An executed copy of the Plan of Merger is on file at the principal place of business of the surviving corporation, which is located at Ten Canal Park, Cambridge, Massachusetts 02141.

SIXTH: A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of Aspen Technology, Inc., a Massachusetts corporation, consists of (i) 40,000,000 shares of common stock, \$10 par value per share, of which 21,441,366 shares have been issued and are outstanding, (ii) 400,000 shares of Series A participating cumulative preferred stock, \$10 par value per share, of which no shares are outstanding, and (iii) 9,600,000 shares of undesignated preferred stock. The authorized capital stock of Aspen Technology, Inc., a Delaware corporation, consists of (i) 40,000,000 shares of common stock, \$10 par value per share, of which 100 shares have been issued, are outstanding and are owned by Aspen Technology, Inc., a Massachusetts corporation and (ii) 10,000,000 shares of undesignated preferred stock.

Dated: March 12, 1998

ASPEN TECHNOLOGY, INC.

[SEAL]

By: 

President

Joseph F. Boston

Attest:

By: 

Secretary

Stephen J. Doyle