



Autodesk Signs Definitive Agreement to Acquire Alias

October 4, 2005

Acquisition to Extend Autodesk's 3D Graphics Leadership in the Manufacturing and Media and Entertainment Industries

SAN RAFAEL, Calif., Oct. 4 /PRNewswire-FirstCall/ -- Autodesk, Inc. (Nasdaq: ADSK) today announced that it has signed a definitive agreement to acquire Alias(R), a privately held developer of 3D graphics technology, for \$182 million in cash. This acquisition will grow Autodesk's expertise and offerings for the design of consumer products and automotive, as well as in the media and entertainment markets. Autodesk anticipates that the transaction will close within the next four to six months.

(Logo: <http://www.newscom.com/cgi-bin/prnh/20050415/SFF034LOGO>)

"This acquisition brings to Autodesk a highly talented group of individuals, a wealth of technologies and a great set of products," said Carl Bass, COO of Autodesk. "Alias' technology spans several of our most important markets and augments the synergy between our design and media businesses. Our design customers are demanding more powerful visualization, animation and publishing capabilities. Our media and entertainment customers are increasingly using the data created by our design applications for broadcast, film and games projects. By combining the technology and talents of our two companies, we will be better able to continue delivering solutions that address our customers' complex needs."

Founded as Alias Research in 1983, Alias is headquartered in Toronto, Canada. Alias customers are some of the world's premier entertainment and manufacturing companies, including Industrial Light & Magic, DreamWorks SKG, Nintendo, General Motors and BMW. Alias revenues were \$83 million in the fiscal year ended June 30, 2005.

Alias' product lines comprise sketching, animation, visual effects, design, modeling, rendering and reviewing solutions. Alias MotionBuilder(R) is Alias' 3D character animation product, Alias FBX(R) is widely used in the exchange and use of 3D content, and Maya (R) is the company's Academy Award-winning 3D application. These products will augment Autodesk's offering in the film and video and interactive games segments. Alias StudioTools(TM) -- software for design tasks from 2D sketches to production models -- will add industrial design and high-end visualization capabilities to Autodesk's manufacturing solutions. Autodesk will continue to develop the Alias product lines in conjunction with Autodesk's complementary products and technologies.

"This acquisition is designed to leverage the strengths of both companies," stated Doug Walker, president and CEO of Alias. "Alias' customers will benefit from nearly \$300 million in R&D spending while having access to new and complementary products and technologies. Together, Autodesk and Alias will deliver products and services that give form to great ideas from the fantasy world of film to the factory floor."

The acquisition is subject to a number of closing conditions, including regulatory approval. Targeted non-GAAP EPS for this transaction, which excludes in-process R&D expenses, acquisition-related restructuring costs, equity-based compensation expenses, and the reduction of deferred revenues assumed by Autodesk as required by US GAAP, is expected to be slightly accretive to earnings in fiscal 2007. Autodesk is currently unable to provide estimates of the future impact of this transaction on GAAP earnings per share. Absent the impact of the acquisition, Autodesk has not changed any of its previously issued guidance.

Media Conference Call Details

Media representatives are invited to learn more about this announcement by joining a conference call at 5:30 p.m. EDT today, Oct. 4, 2005. The announcement may be accessed at 800-366-3908 or for international callers at +1 303-262-2206.

Financial Analyst and Investor Conference Call Details

Autodesk will host a financial analyst and investor conference call today at 5:30 p.m. EDT to discuss this acquisition. The live announcement may be accessed at 866-825-1692 or +1 617-213-8059 (passcode: 31416736). A replay of the call will be available at 7:30 p.m. EDT on our website at www.autodesk.com/investors or by dialing 888-286-8010 or +1 617-801-6888 and reference 13316654 as the passcode. An audio webcast will also be available beginning at 5:30 p.m. EDT at www.autodesk.com/investors. A replay of this webcast will be maintained on our website for at least twelve months.

Additional Information

Additional information about this transaction is available at: <http://www.autodesk.com/autodeskandalias>.

Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties, including statements regarding the impact of the acquisition on Autodesk's product offerings and the performance of its business, costs associated with the acquisition, estimated costs of the deal, the adjustment of Alias' deferred revenue, restructuring charges, and compensation expenses related to the acquisition. Factors that could cause actual results to differ materially include the following: difficulties encountered in integrating merged businesses; uncertainties as to the timing of the acquisition; the satisfaction of closing conditions to the transaction, including the receipt of regulatory approvals; whether certain market segments grow as anticipated; the competitive environment in the software industry and competitive responses to the proposed acquisition; and whether the companies can successfully develop new products and the degree to which these gain market acceptance.

Further information on potential factors that could affect the financial results of Autodesk are included in the company's report on Form 10-K for the year ended January 31, 2005 and Form 10-Q for the quarter ended July 31, 2005 which are on file with the Securities and Exchange Commission.

About Alias

As a leading innovator of 3D graphics technology, Alias develops award-winning software, custom development and training solutions for the film and video, games, web, interactive media, automotive, industrial design, education and visualization markets. On March 1, 2003, for the awards year 2002, the Academy of Motion Picture Arts and Sciences awarded Alias|Wavefront an Oscar for scientific and technical achievement for the development of Maya software, the professional 3D animation and effects package. Alias also offers a powerful range of services for new to advanced users in the most demanding environments. Learning Tools and training, support, and professional services help meet rigorous production deadlines.

Entertainment customers include: CNN, Digital Domain, Disney, Electronic Arts, Industrial Light & Magic, Factor 5 LLC, Midway Games, Nintendo, Pacific Data Images (PDI)/DreamWorks SKG, SEGA, Sony Pictures Imageworks, Square Enix Co., Ltd., Warner Feature Animation and Weta Ltd. Design customers include AT&T, BMW, Boeing, Fiat, Ford, General Motors, Honda, Italdesign, Kodak, Kwikset, Mattel, Price Pfister, Renault, Rollerblade, Sharp, Trek Bicycle, Teague and Timex.

Alias is headquartered in Toronto with a Custom Development Center in Santa Barbara and offices worldwide. For more information, please visit www.Alias.com.

About Autodesk

Autodesk, Inc. is wholly focused on ensuring that great ideas are turned into reality. With more than six million users, Autodesk is the world's leading software and services company for the manufacturing, infrastructure, building, digital media, and wireless data services fields. Autodesk's solutions help customers create, manage and share their data and digital assets more effectively. As a result, customers turn ideas into competitive advantage by becoming more productive, streamlining project efficiency, and maximizing profits.

Founded in 1982, Autodesk is headquartered in San Rafael, California. For additional information about Autodesk, please visit www.autodesk.com. Autodesk is a registered trademark of Autodesk, Inc., in the USA and/or other countries. All other brand names, product names, or trademarks belong to their respective holders.

MEDIA CONTACTS

Autodesk Corporate:

David De Jear, 415-547-2162,
david.dejear@autodesk.com

Autodesk Media & Entertainment Division:

Kevin G. Clark, 415-547-2457,
kevin.g.clark@autodesk.com

Autodesk Manufacturing Solutions Division:

Kortney Oliver, 415-547-2435,
kortney.oliver@autodesk.com

Alias:

Heather Kernahan, 416-874-8288,

hkernahan@alias.com INVESTOR CONTACT

Autodesk:

Sue Pirri,

415-507-6467,

sue.pirri@autodesk.com