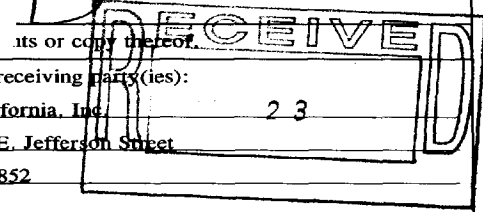


11.23.98



190916251



To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies): Tyecin Systems, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

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

2. Name and address of receiving party(ies):
Name: Manugistics California, Inc. 23
Internal Address: 2115 E. Jefferson Street
Rockville, Maryland 20852

Street Address: Same as above

City _____ State _____ ZIP _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 Other _____

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 17, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,694,182 and 1,730,790

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Alexandra J. Horne
Internal Address: SKJERVEN, MORRILL, MacPHERSON,
FRANKLIN & FRIEL LLP
Street Address: 25 METRO DRIVE, SUITE 700
City SAN JOSE State CA ZIP 95110

6. Total number of applications and registrations involved: 2

12/04/1998 SBURNS 00000170 192386 1694182)
01 FC:481 40.00 CH
02 FC:482 25.00 CH

7. Total fee (37 CFR 3.41):\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 19-2386
(Attach duplicate copy of this page if paying by deposit account)

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.

Alexandra J. Horne November 20, 1998
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

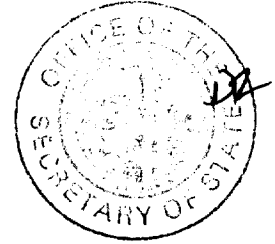
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

The Express Mail mailing label number of this document and all enclosures referred to herein is EM562928831US.

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-011), Washington, D.C. 20231.

State of California

SECRETARY OF STATE

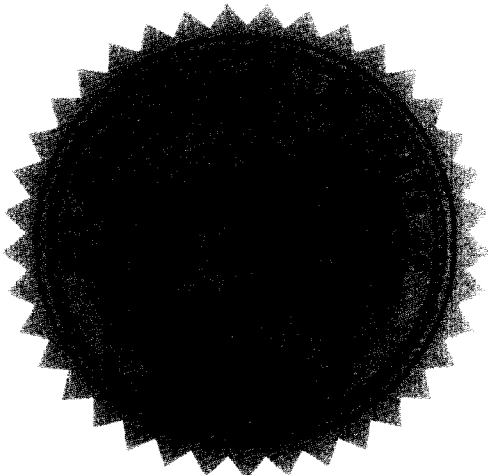


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

NOV 17 1998



Bill Jones

Secretary of State

1638197
 CERTIFICATE OF AMENDMENT
 TO THE
 ARTICLES OF INCORPORATION
 OF
 TYECIN SYSTEMS, INC.

FILED 36
 In the office of the Secretary of State
 of the State of California

JUL 27 1998

Bill Jones
 BILL JONES, Secretary of State

To the Secretary of State
 State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the corporation hereinafter named do hereby certify as follows:

1. The name of the corporation is Tyecin Systems, Inc.
2. Article I of the corporation's Articles of Incorporation, as amended and restated on April 21, 1997, are hereby amended so as to read as follows:
 "The name of this corporation is Manugistics California, Inc."
3. The amendment herein provided for has been approved by the corporation's Board of Directors.
4. The amendment herein provided for was approved by the required written consent of the corporation's shareholders in accordance with the provisions of Section 902 of the General Corporation Law. The total shares outstanding is 100 and the number of shares voting in favor of the amendment is 100.

Signed on July 17, 1998.

Randall A. Hughes
 Name: Randall Hughes
 Title: Vice President
Helen Nastasia
 Name: Helen Nastasia
 Title: Secretary

On this the 17th day of July, 1998, in the City of Los Altos in the State of California, each of the undersigned does hereby declare under the penalty of perjury that he signed the foregoing Certificate of Amendment of Articles of Incorporation in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Randall A. Hughes
 Name: Randall Hughes
Helen Nastasia
 Name: Helen Nastasia



Manugistics
working as one

July 17, 1998

To the Secretary of State
State of California

Dear Sir or Madam:

We hereby consent to the use by Tyecin Systems, Inc. of the name Manugistics California, Inc.

Very truly yours,

A handwritten signature in cursive script that reads "Helen A. Nastasia".

Helen A. Nastasia
General Counsel and Secretary

Helen A. Nastasia
General Counsel & Secretary
301-984-5423
Internet: hnastasi@manu.com

Manugistics, Inc.
2115 East Jefferson Street
Rockville, MD 20852-4999
301-984-5000
Fax: 301-984-5144
www.manugistics.com