

06-15-2000

FORM PT-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 13289.2-US-01

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101382092

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

1. Name of conveying party(ies):
Fourth Shift Corporation
5-30-00

Individuals Association
 General Partnership Limited Partnership
 Corporation—State of Minnesota
 Other:

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

2. Name and address of receiving party(ies):
Manufacturers Exchange.com, Inc.
3000 Executive Parkway
Suite 405
San Ramon, California 94583

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation—State of Minnesota
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be 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: May 9, 2000

4. Application number(s) or trademark number(s):
A. Trademark Application No.(s)/ Mark(s)
75/765,605

B. Trademark Reg. No.(s)/Mark(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: D. Randall King
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 1

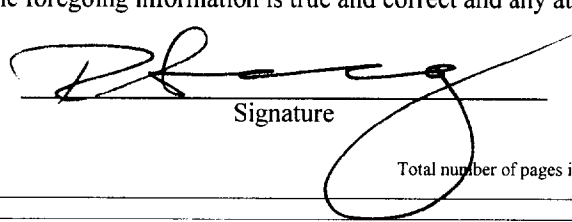
7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

D. Randall King
Name of Person Signing

 Signature

5/24/00 Date

06/14/2000 JSHABAZZ 00000202 75765605

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Total number of pages including cover sheet, attachments, and document: 4

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Mail documents to be recorded with required cover sheet information to:

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TRADEMARK
REEL: 002087 FRAME: 0622

ASSIGNMENT

WHEREAS, Fourth Shift Corporation ("Assignor"), a Minnesota corporation, having an office at Two Meridian Crossings, Minneapolis, Minnesota 55423 U.S.A., is the owner of the trademarks and pending applications identified in the attached schedule;

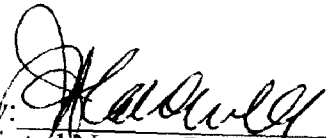
WHEREAS, Manufacturers Exchange.com, Inc. (Assignee"), a Minnesota corporation, having an office at 3000 Executive Parkway, Suite 405, San Ramon, California 94583 U.S.A., is desirous of acquiring all right, title and interest in and to said trademarks and trademark applications;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Fourth Shift Corporation has sold, assigned and transferred, and by these presents does sell, assign and transfer unto said Manufacturers Exchange.com, Inc., its successors or assigns, the entire right, title and interest for all countries in and to said trademarks and trademark applications identified in the attached Schedule, including all common law trademark or trade name rights in said mark(s), and with the goodwill and other incidents of its business associated with or symbolized by said trademarks and the right to recover and have damages and profits for past infringement, if any.

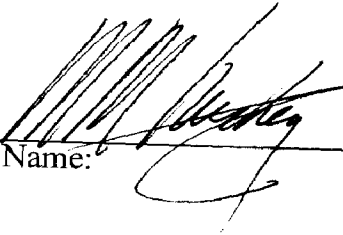
Assignee acquired all of the business to which the marks pertain, and as of the effective date of this Assignment, such business was ongoing and existing.

IN WITNESS WHEREOF, the Assignor and Assignee have caused this instrument to be executed by their duly authorized corporate officers this 9th day of May, 2000.

Fourth Shift Corporation
"Assignor"

By: 
Printed Name: James H. Caldwell
Title: President

Manufacturers Exchange.Com, Inc.
"Assignee"

By: 
Printed Name:
Title:

SCHEDULE

Country	Mark	Appl. No.	Filing Date
Australia	MANUFACTURERS EXCHANGE.COM	821646	January 28, 2000
Brazil	MANUFACTURERS EXCHANGE.COM	822465906	February 2, 2000
Canada	MANUFACTURERS EXCHANGE.COM	1044390	January 28, 2000
China	MANUFACTURERS EXCHANGE.COM	2000015038	February 2, 2000
European Community	MANUFACTURERS EXCHANGE.COM	1482082	January 31, 2000
Japan	MANUFACTURERS EXCHANGE.COM	6821/2000	February 1, 2000
Mexico	MANUFACTURERS EXCHANGE.COM	408904	February 1, 2000
Singapore	MANUFACTURERS EXCHANGE.COM	T00/01285B	January 28, 2000
United States	MANUFACTURERS EXCHANGE.COM	75/765,605	August 2, 1999