

12-13-2000



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- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
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Conveying Party

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Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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Fee Amount for Properties Listed (37 CFR 3.41):

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Method of Payment:

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Deposit Account

Deposit Account

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Deposit Account Number:

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Authorization to charge additional fees:

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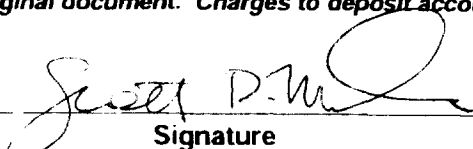
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Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Scott D. Minden

Name of Person Signing



Signature

11/21/00

Date Signed

ASSIGNMENT OF MARKS

WHEREAS, iMedium, Inc., a Delaware corporation with its principal place of business at 900 West Valley Road, Building 301, Wayne, Pennsylvania 19087 (hereinafter "iMedium") is the owner of the following marks - all of which are collectively referred to in this Assignment as the "Marks"):

Mark	Application Number	Filing Date	Country
SEE!COMMERCE	75724405	June 9, 1999	United States
SEE!NETWORK	75724487	June 9, 1999	United States
SEE!COMMERCE	816758	December 9, 1999	Australia
SEE!COMMERCE	822528169	March 10, 2000	Brazil
SEE!COMMERCE	822528266	March 10, 2000	Brazil
SEE!COMMERCE	1039067	December 8, 1999	Canada
SEE!COMMERCE	001423755	December 9, 1999	European Community
SEE!COMMERCE	n/a	February 23, 2000	India
SEE!COMMERCE	200015814	February 23, 2000	Japan

SEE!COMMERCE	200002127	February 24, 2000	Norway
SEE!COMMERCE	604713	December 9, 1999	New Zealand
SEE!COMMERCE	604714	December 9, 1999	New Zealand
SEE!COMMERCE	n/a	March 9, 2000	Switzerland

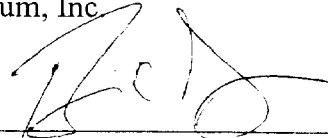
WHEREAS, SeeCommerce ^{MA}~~Inc.~~ formerly known as Virtual Integration Technology, a California corporation with offices at 3401-B Hillview Avenue, Second Floor, Palo Alto, California 94304 (hereinafter "SeeCommerce"), is desirous of acquiring said Marks;

NOW, THEREFORE, for good and valuable consideration pursuant to a separate agreement, the receipt and sufficiency of which is hereby acknowledged, iMedium does hereby assign and transfer to SeeCommerce all right, title and interest in and to said Marks, together with the goodwill of the business connected with the use of and symbolized by said Marks, the applications to register said Marks (those referenced above and any other applications or registrations for such marks in any jurisdiction), all common law rights in said Marks, and the right to recover for damages and past infringements for said Marks.

In connection with such assignment, iMedium shall execute such further documents prepared by SeeCommerce, which are reasonably necessary to effect such assignment in the various jurisdictions where the applications to register the Marks are pending.

Signed at Wayne, PA, this 16 day of May, 2000.

iMedium, Inc

By: 

Print Name: Brian C. Decker

Title: PRESIDENT

Signed at Palo Alto, CA, this 23 day of May, 2000.

SeeCommerce, Inc.

By: 

Print Name: PAUL ABRIGHT

Title: Pres + CEO