

05-07-2001



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇨ ⇨ ⇨

R- 101705720
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

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

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

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

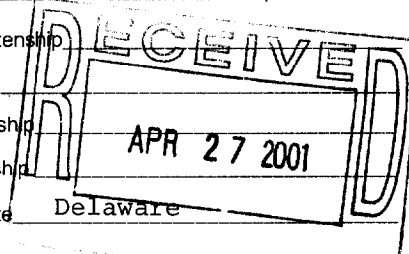
3. Nature of conveyance: 4-27-01
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 24, 2001

2. Name and address of receiving party(ies)
Name: Exchange Applications, Inc.
Internal Address: _____
Address: One Lincoln Plaza
Street Address: 89 South Street
City: Boston State: MA Zip: 02111

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

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



4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
76/052,774

B. Trademark Registration No.(s)
2,337,395 2,419,469
2,337,396

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Emilia F. Cannella, Esq.

Internal Address: Bingham Dana LLP

Street Address: 150 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 115E

(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.

Emilia F. Cannella
Name of Person Signing

[Signature]
Signature

April 25, 2001
Date

Total number of pages including cover sheet, attachments, and document: 2

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

05/04/2001 DBYRNE 00000116 76052774

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TRADEMARK
REEL: 002288 FRAME: 0473

Trademark Assignment

WHEREAS, ActionSystems, Inc., a Texas corporation, with its principal place of business at 5005 LBJ Freeway, Suite 250, Dallas, Texas, 75240 ("Assignor"), has adopted, owns, and is using the following trademarks ("Marks") for which Assignor owns the following identified federal registrations and registration application on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein:

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ENACT & Design	2,337,395	April 4, 2000
ENACT THE MARKET OPTIMIZATION SYSTEM	2,337,396	April 4, 2000
ENACT	2,419,469	January 9, 2001

<u>Trademark</u>	<u>Application Serial No.</u>	<u>Application Date</u>
ENACT	76/052,774	May 22, 2000

and;

WHEREAS, Exchange Applications, Inc. d/b/a Xchange, Inc., a Delaware corporation, with a principal place of business at One Lincoln Plaza, 89 South Street, Boston, Massachusetts 02111 ("Assignee"), desires to acquire the Marks and the above-referenced registrations and application therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign, sell and transfer unto the Assignee all right, title and interest in and to the Marks, together with (i) the registrations of and registration applications for the Marks, (ii) the goodwill of the business symbolized by and associated with the Marks and the registrations thereof, and (iii) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registrations thereof or such associated goodwill.

ACTIONSYSTEMS, INC

By: 

Name: George Abatjoglov

Title: CFO

Dated effective as of: April 9, 2001

SUBSCRIBED and SWORN to before
me this 9th day of April, 2001.


Notary Public

My Commission Expires: 9/19/04

BUSDOCS:955002.1

RECORDED: 04/27/2001

TRADEMARK
REEL: 002288 FRAME: 0474