

05-30-2001

U.S. DEPARTMENT OF COMMERCE

REC



Patent and Trademark Office
Docket No. 154942400000

S. 21-01

101733904

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

1. Name of conveying party(ies):
The C.F. Boham Group, Inc. dba The Hamer Group

- 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: Kewill ERP, Inc.
 Internal Address:
 Street Address: 1065 East Hillsdale Blvd.
 City: Foster City, State: California ZIP: 94404

MAY 21 2001

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

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

Execution Date: April 30, 2001

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

If this document is being filed together with a new application, the execution date of the application is:

- A. Trademark Application No.(s) B. Registration No.(s)
- 75/842,276 75/865,044 2,248,518

Additional numbers attached? Yes No

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

Rosemary S. Tarlton
 Morrison & Foerster LLP
 425 Market Street
 San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 3

7. Total fee (37 C.F.R. § 3.41): \$90.00

- Enclosed
- Authorized to be charged to deposit account, referencing Attorney Docket 154942400000

8. Deposit account number: 03-1952

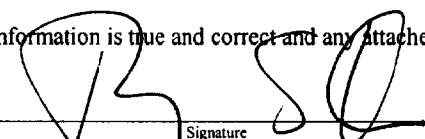
The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

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.

Name: Rosemary S. Tarlton



 Signature

5/18/01

 Date

Total number of pages comprising cover sheet, attachments and document: 3

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

ASSIGNMENT OF TRADEMARKS, REGISTRATION AND PENDING INTENT-TO-USE APPLICATIONS

WHEREAS, The C. F. Boham Group, Inc., a California corporation, dba The Hamer Group, with a principal place of business at 15303 Ventura Boulevard, Suite 1080, Sherman Oaks, California 91403 ("Hamer"), is the successor to the business of Alliance Manufacturing Software International, Inc., a California corporation ("Alliance"), and acquired the ongoing and existing business of Alliance pursuant to a general assignment for the benefit of creditors dated as of April 26, 2001 (the "General Assignment").

WHEREAS, pursuant to the General Assignment, Hamer is the owner of the trademark ALLIANCE MANUFACTURING SOFTWARE (and Design) which has been registered by the U.S. Patent and Trademark Office (the "Trademark Office") on the Principal Register, U.S. Registration No. 2,248,518.

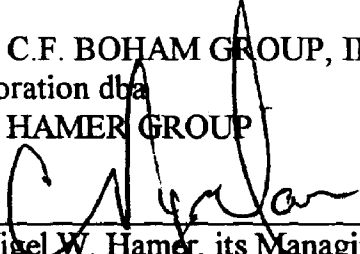
WHEREAS, pursuant to the terms of the General Assignment, Hamer owns the intent-to-use applications for the mark MFG2000, now assigned Serial No. 75/842,276, together with the portion of Alliance's on-going and existing business to which that mark pertains;

WHEREAS, pursuant to the terms of the General Assignment, Hamer owns the intent-to-use applications for the mark @LLIANCE SOFTWARE, now assigned Serial No. 75/865,044, together that with the portion of Alliance's on-going and existing business to which that mark pertains;

WHEREAS, Kewill ERP, Inc., a California having its principal place of business at 1065 East Hillsdale Blvd., Foster City, CA 94404 ("Kewill"), is desirous of acquiring the aforementioned trademarks, corresponding registration and pending applications as well as Hamer's entire business or portion thereof to which the marks pertain as required by 15 U.S.C. §1060;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, Hamer does hereby assign to Kewill, all right, title and interest in and to the marks, registration and applications identified above, together with the ongoing and existing business to which the marks pertain, and the goodwill of the marks and business symbolized thereby.

THE C.F. BOHAM GROUP, INC., a California
corporation dba
THE HAMER GROUP

By: 
Nigel W. Hamer, its Managing Director

Date: 4-30-01

State of * *California*

) ss:

County of * *Los Angeles*

On this 30th day of April, 2001, personally appeared Nigel W. Hamer, to me known and known to me to be a Managing Director of The C.F. Boham Group, Inc., a California corporation dba TheHamer Group, the assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.

*Sec Attached Acknowledgment
Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

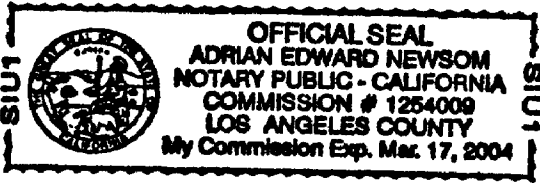
County of Los Angeles

} ss.

On 30 April 2001, before me, Adrian Edward Newsom Notary Public,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Nigel W. Hamer,
Name(s) of Signer(s)

- personally known to me.
- proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Adrian Edward Newsom
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment of Trademarks Registration and Pending Intent - To-Use Applications

Document Date: 4/30/01 Number of Pages: 3

Signer(s) Other Than Named Above: None

Capacity(ies) Claimed by Signer

- Signer's Name: Nigel W. Hamer
- Individual
 - Corporate Officer — Title(s): _____
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: _____

Signer Is Representing: _____



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In the application of:

Kewill ERP, Inc.

CERTIFICATE OF MAILING BY EXPRESS MAIL

BOX Assignments
Commissioner for Trademarks
Washington, D.C. 20231


Dear Sir:

Express Mail Label No.: EE085816579US

Date of Deposit: May 21, 2001

I hereby certify that the attached Recordation Form Cover Sheet recording an Assignment from Alliance to The Hamer Group, and Assignment from Hamer to Kewill, check in the amount of \$180.00, and receipt verification postcard are being deposited with the United States Postal Service Express Mail delivery as "Express Mail Post Office to Addressee" service on the date indicated above, and is addressed to: BOX Assignments, Commissioner for Trademarks, Washington, D.C., 20231.

Respectfully submitted,

By: 
Chase Trombella