

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SL Supply Chain Services International Corp.		12/30/2004	CORPORATION:

RECEIVING PARTY DATA

Name:	ModusLink Corporation
Street Address:	1100 Winter Street
Internal Address:	Suite 4600
City:	Waltham
State/Country:	MASSACHUSETTS
Postal Code:	02110-2804
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2592251	ILOGISTIX
Registration Number:	2364500	@PRIORI
Registration Number:	1948078	LOGISTIX
Registration Number:	1465769	LOGISTIX

CORRESPONDENCE DATA

Fax Number: (949)654-5481
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9496545468
 Email: arnold@fr.com
 Correspondent Name: Leslie Arnold
 Address Line 1: 225 Franklin Street
 Address Line 2: Fish & Richardson P.C.
 Address Line 4: Boston, MASSACHUSETTS 02110-2804

TRADEMARK

CH \$115.00 2592251

NAME OF SUBMITTER:	Leslie Arnold
Signature:	/la/
Date:	01/13/2005
Total Attachments: 5 source=SL Supply Chain Cert & Plan of Merger#page1.tif source=SL Supply Chain Cert & Plan of Merger#page2.tif source=SL Supply Chain Cert & Plan of Merger#page3.tif source=SL Supply Chain Cert & Plan of Merger#page4.tif source=SL Supply Chain Cert & Plan of Merger#page5.tif	

CERTIFICATE OF MERGER
OF
SL SUPPLY CHAIN SERVICES INTERNATIONAL CORP.
INTO
MODUSLINK CORPORATION

ModusLink Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
SL Supply Chain Services International Corp.	Delaware
ModusLink Corporation	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is ModusLink Corporation.

FOURTH: That the Certificate of Incorporation of ModusLink Corporation, a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

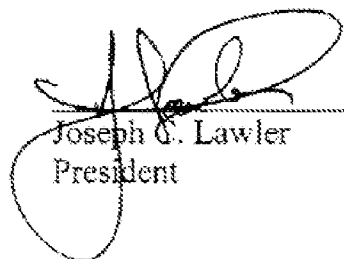
FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 1100 Winter Street, Waltham, MA 02451.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation upon request and without cost to any stockholder of any constituent corporation.

SEVENTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State.

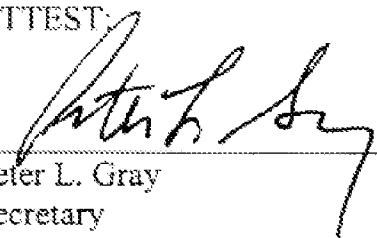
IN WITNESS WHEREOF, ModusLink Corporation has caused this Certificate to be executed by its President and attested by its Secretary this 1st day of November, 2004.

MODUSLINK CORPORATION


Joseph G. Lawler
President

Dated: November 1, 2004

ATTEST:


Peter L. Gray
Secretary

TRADEMARK
REEL: 003008 FRAME: 0978

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated this 1st day of November 2004, by and between ModusLink Corporation, a Delaware corporation having its principal place of business at 1100 Winter Street, Suite 4600, Waltham, MA 02451 ("ModusLink" or the "Surviving Company"), and SL Supply Chain Services International Corp., a Delaware corporation having its principal place of business at 1100 Winter Street, Suite 4600, Waltham, MA 02451 ("SL Supply Chain" or the "Merged Entity").

WITNESSETH:

WHEREAS, the Surviving Company owns, indirectly, all of the outstanding capital stock of SL Supply Chain;

WHEREAS, the "Merged Entity" desires to merge itself into the Surviving Company;

WHEREAS, the Surviving Company desires that the Merged Entity be merged into the Surviving Company; and

WHEREAS, the Boards of Directors of the Surviving Company and the Merged Entity have adopted a resolution approving this Agreement and the transactions contemplated hereby.

NOW THEREFORE, in consideration of the foregoing premises and the undertakings herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. **Merger.** The Merged Entity shall be merged with and into the Surviving Company pursuant to Section 251 of the General Corporation Law of Delaware. The Surviving Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware. The separate corporate existence of the Merged Entity shall cease forthwith upon completion of the merger herein contemplated. The merger of the Merged Entity into the Surviving Company shall herein be referred to as the "Merger."

2. **Stockholder and Board Approvals.** The Surviving Company and the Merged Entity have, prior to the execution of this Agreement, obtained the consents of their respective boards of directors and stockholders of the transactions herein contemplated.

3. **Effective Date.** The Merger shall be effective upon the filing of Certificate of Merger with the Secretary of State of the State of Delaware, which filing shall be made as soon as practicable after the execution of this Agreement. The time of such effectiveness shall herein be referred to as the "Effective Time."

4. **Common Stock of the Merged Entities.** At the Effective Time of the Merger and without any action on the part of the holders thereof, each share of Common Stock of the Merged Entity issued and outstanding immediately prior thereto shall cease to exist.

5. **Common Stock of the Surviving Company.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of Common Stock of the Surviving Company issued and outstanding immediately prior thereto shall remain issued and outstanding and each share of Common Stock of the Surviving Company held in the treasury of the Surviving Company shall remain in the treasury.

6. **Succession.** At the Effective Time, the Surviving Company shall succeed to all of the rights, privileges, debts, liabilities, powers and property of the Merged Entity in the manner of and as more fully set forth in Section 259 of the General Corporation Law of Delaware. Without limiting the foregoing, at the Effective Time, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Merged Entity shall be transferred to, vested in and devolved upon the Surviving Company without further act or deed and all property, rights, and every other interest of the Merged Entity and the Surviving Company shall be as effectively the property of the Surviving Company as they were of the Merged Entity and the Surviving Company, respectively. All rights of creditors of the Merged Entity and all liens upon any property of the Merged Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Entity, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

7. **Certificate of Incorporation and By-Laws.** The Certificate of Incorporation of the Surviving Company in effect at the Effective Time shall continue to be the Certificate of Incorporation of the Surviving Company until further amended in accordance with the provisions thereof and applicable law. The By-Laws of the Surviving Company in effect at the Effective Time shall continue to be the By-Laws of the Surviving Company until amended in accordance with the provisions thereof and applicable law.

8. **Directors and Officers.** The members of the Board of Directors and the officers of the Surviving Company at the Effective Time shall continue in office until the expiration of their respective terms of office and until their successors have been elected and qualified.

9. **Further Assurances.** From time to time, as and when required by the Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of the Merged Entity such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Merged Entity, and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Merged Entity are fully authorized in the name and on behalf of the Merged Entity or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

10. **Governing Law.** This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Delaware.

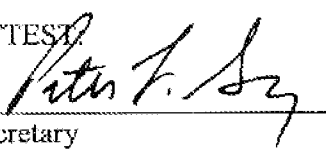
11. **Counterparts.** In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed and attested on its behalf by its officers thereunto duly authorized, as of the date first above written.


MODESLINK CORPORATION

By: 
Chief Financial Officer

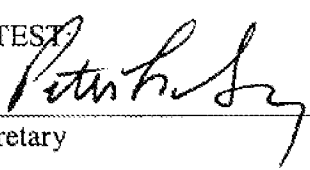
ATTEST


Secretary

SL SUPPLY CHAIN SERVICES
INTERNATIONAL CORP.

By: 
Treasurer

ATTEST


Secretary