

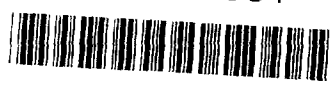
FORM PTO-1594 (Rev. 6-93) 8-28-01 OMB No. 0651-0011 (Exp. 4/94)

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08-28-2001

FR SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark



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To the Honorable Commissioner of

101826435

are attached original documents or copy thereof.

1. Name of conveying party(ies):
 ICG HOLDINGS, INC. **82801**

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

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

2. Name and address of receiving party(ies)
 Name: i2 Technologies, Inc.
 Internal Address: One i2 Place
 Street Address: 11701 Luna Road
 City: Dallas State: TX ZIP: 75234

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 21, 2001

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

A. Trademark Application No.(s)
 Please see attached Exhibit A

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
 Please see attached Exhibit A

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

Name: Kate Gregor
 Internal Address: Brobeck Phleger & Harrison
Suite 2100
 Street Address: 550 South Hope Street
 City: Los Angeles State: CA ZIP: 90071

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
N/A
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

08/28/2001 610N11 00000155 754/8207
 01 FC:481 40.00 OP
 02 FC:482 50.00 OP

3. 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.

Kate Gregor
 Name of Person Signing

[Signature]
 Signature

8/24/01
 Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK REEL: 002356 FRAME: 0711

Exhibit A to
Notice of Assignment

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Registration No. or Application No.</u>	<u>Date Filed or Issued</u>	<u>Mark</u>
75/478207	May 1, 1998	RIGHTWORKS
76/018488	April 5, 2000	PROCEDUREWORKS
76/018489	April 5, 2000	RIGHTWORKS POWER PROCUREMENT

NOTICE OF ASSIGNMENT

THIS NOTICE OF ASSIGNMENT is executed as of August 21, 2001, by ICG Holdings, Inc., a Delaware corporation ("ICG").

W I T N E S S E T H:

WHEREAS, RIGHTWORKS CORPORATION, a California corporation ("Debtor") and ICG are parties to that certain Security Agreement dated as of January 30, 2001 (as amended or otherwise modified from time to time, the "Security Agreement") recorded on or about February 21, 2001, at Trademark Reel 2245 and Frame 0010 with respect to the trademark registrations and applications for trademark registration issued thereon or applied for in the United States or throughout the world, including registrations, recordings, supplemental registrations and pending applications for registration described on Exhibit A hereto (collectively, the "Trademark Collateral"), pursuant to which Debtor granted a security interest in and collateral assignment of the Accounts Receivable, General Intangibles (including without limitation the Trademark Collateral), Goods and Inventory to ICG, as security for Debtor's obligations to ICG;

WHEREAS, pursuant to that certain General Assignment, Bill of Sale and Assumption Agreement by and among ICG, i2 Technologies, Inc., a Delaware corporation ("i2"), and Debtor, dated as of August 21, 2001 (the "Assignment Agreement"), ICG sold, transferred and conveyed to i2 all of ICG's right, title and interest in and to the property described in the Assignment Agreement, including without limitation ICG's security interests in the Trademark Collateral;

WHEREAS, i2 has requested that ICG execute this Notice of Assignment for the purpose of giving notice of the transfers pursuant to the Assignment Agreement described above; and

WHEREAS, all initially capitalized terms not defined herein shall have the respective meanings ascribed thereto in the Security Agreement.

NOW, THEREFORE, ICG hereby gives notice that it has sold, transferred and conveyed to i2 as set forth in the Assignment Agreement, all of Debtor's right, title and interest, in and to Debtor's Accounts Receivable, General Intangibles (including without limitation the Trademark Collateral), Goods and Inventory.

IN WITNESS WHEREOF, ICG has caused this Notice of Assignment to be duly executed by its duly authorized officer or representative as of the day and year first above written.

ICG HOLDINGS, INC.
a Delaware corporation

By:  _____

Its: Vice President & Secretary

Exhibit A to
Notice of Assignment

TRADEMARKS AND TRADEMARK APPLICATIONS

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75/478207	May 1, 1998	RIGHTWORKS
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76/018489	April 5, 2000	RIGHTWORKS POWER PROCUREMENT

COMMONWEALTH
STATE OF PENNSYLVANIA

COUNTY OF MONTGOMERY) SS.

On this 21ST day of August, 2001 before me personally appeared Henry N. Nassau known to me to be the individual who executed the foregoing instrument and acknowledged to me that he/she executed the same as the duly authorized officer or representative above designated of ICG Holdings, Inc.

Angie M. Bell
Notary Public

_____ County, _____

My commission expires: _____

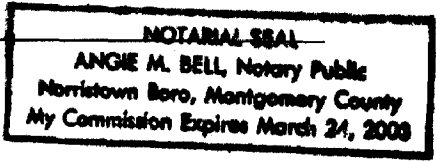


Exhibit A to
Notice of Assignment

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