



05-17-2001
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IEET

Patent and Trademark Office, Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

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

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

S-11-01

2. Name and address of receiving party(ies)

Name: Manugistics Atlanta, Inc.

Street address: Overlook 11, 2839 Paces Ferry Road
Atlanta, Georgia 30337

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

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: June 11, 2001 and January 16, 2001

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.
Attorney Docket No.: 82001-0315

Additional numbers attached? Yes No

B. Patent No.(s) 5,918,209

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

Name: Celine Jimenez Crowson
Internal Address: Hogan & Hartson LLP
Street Address: Columbia Square
555 Thirteenth Street, N.W.
City: Washington State: D.C. Zip: 20004-1109

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41)\$ 40.00

 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

50-1349
(Attach duplicate copy of this page if paying by deposit account)

5/16/2001 DBYRNE 00000093 5918209
1 FC:581 40.00 DP

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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.

Kevin G. Shaw
Name of Person signing

Signature

5/11/01
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 2023

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TALUS SOLUTIONS, INC.", CHANGING ITS NAME FROM "TALUS SOLUTIONS, INC." TO "MANUGISTICS ATLANTA, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0939521

DATE: 01-26-01

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PATENT
REEL: 011796 FRAME: 0028

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TALUS SOLUTIONS, INC.**

Talus Solutions, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation by unanimous written consent dated as of January 11, 2001, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware ("Delaware Law"), adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, adopting such amendment to change the Corporation's name subject to the approval of the stockholders of the Corporation, and authorizing the calling of a stockholder meeting for purposes of considering such amendment. The Board of Directors proposed that the Certificate of Incorporation be amended by deleting the existing Article One in its entirety and by substituting in lieu thereof the following:

The name of this Corporation is Manugistics Atlanta, Inc.

SECOND: That thereafter, the stockholders approved the amendment to the Certificate of Incorporation of the Corporation by unanimous written consent dated as of January 11, 2001, pursuant to Section 228 of Delaware Law, in which they also waived their right to receive notice in accordance with Section 222 of Delaware Law.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of Delaware Law.

IN WITNESS WHEREOF, Talus Solutions, Inc. has caused this Certificate to be signed and attested by its duly authorized officer this 11 day of January, 2001.

TALUS SOLUTIONS, INC.

By: 

Name: RAGHAVAN RAJAJI Raghavan Rajaji

Title: VP, CFO

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/16/2001
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RECORDED: 05/11/2001

PATENT
REEL: 011796 FRAME: 0029