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To the Assistant Commissioner of Patents: Please record the attached or copy thereof.

1. Name of conveying party(ies): William Flanagan, Jeffrey Conklin, David Foucher, and Daniel Foucher

Additional name(s) of conveying party(ies) attached?

[>]Yes
[X]No

7-4-01

3. Nature of Conveyance:

[X]Assignment []Merger
[>]Security Agreement [>]Change of Name
[>] Other ≥

Execution Date: 4/18/01

2. Name and address of receiving party(ies):

Name: Trade Access Inc.

Internal Address: ≥

Street Address: One Bowdoin Square, 7th Floor

City: Boston State: Ma Zip: 02114

Additional name(s) and address(es) attached? [>]Yes [X]No

4. Application number(s) or patent number(s): 09/702,049

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

A. Patent Application No.(s) | B. Patent No.(s)

Additional numbers attached? [>]Yes [X]No

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

Name: Maureen Stretch

Street Address: 26 Charles Street

City: Natick State: MA Zip: 01760

6. Total number of applications and patents involved:

[1]

7. Total fee (37CFR 3.41): \$40

[X] Enclosed

[] Authorized to be charged to deposit account

8. Deposit account number:

Attach duplicate of this page if paying by deposit account)

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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.

Maureen Stretch, Reg. No. 29,447

Name of Person Signing

Signature

7/9/01

Date

Total number of pages comprising cover sheet: [1]

ASSIGNMENT

WHEREAS, William J. Flanagan, Jeffrey Conklin, David Foucher and Daniel Foucher have made certain inventions or discoveries (or both) set forth in an Application for Letters Patent of the United States of America entitled System and Method for Automated, Iterative Development Negotiations, the specification of which:

- was executed by us on the date(s) indicated below;
- was filed on October 30, 2000, as Application Serial No. 09/702,049;
- was patented under U.S. Patent No. on ;

WHEREAS, TradeAccess, Inc., a corporation of the Commonwealth of Massachusetts, whose address is 1 Bowdoin Square, 7th Floor, Boston, Massachusetts 02114, and who, together with its successors and assigns is hereinafter called "Assignee", is desirous of acquiring the entire right, title, and interest together with the benefits and privileges hereinafter recited;

NOW, THEREFORE, for valuable consideration furnished by Assignee to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservation;

1. Assign, transfer and convey to Assignee the entire right, title and interest together with the benefits and privileges in and to said inventions and discoveries, said Application for Letters Patent or similar forms of protection of the United States of America, and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation and convention applications based in whole or in part upon said inventions or discoveries, or upon said application, and any and all Letters Patent, reissues and extensions of Letters Patent or similar forms of protection granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications and said Letters Patent;

2. Authorize Assignee to file patent applications in any or all countries or groups of countries on any or all of said inventions and discoveries in our name or in the name of Assignee or otherwise as Assignee may deem advisable, under

the International Convention or any other relevant convention or treaty or otherwise;

3. Authorize and request the Commissioner of Patents of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as Assignee of the entire right, title and interest therein or otherwise as Assignee may direct;

4. Warrant that we have not knowingly conveyed to others any rights in said inventions, discoveries, applications or patents or any license to use the same or to make, use or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to Assignee without encumbrance;

5. Bind our heirs, legal representatives and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonable serving to assure that said inventions and discoveries, said patent applications and said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; and to furnish Assignee with any and all documents, photographs, models, samples and other physical exhibits in our control or in the control of our heirs, legal representatives or assigns which may be useful for establishing any facts of our conceptions, disclosures, and reduction to practice of said inventions or discoveries.

IN WITNESS WHEREOF:

DATE I EXECUTED APPLICATION: March 19, 2001

Today's Date: March 19, 2001

Name: William J. Flanagan

Signature: *William J. Flanagan*

STATE OF: Massachusetts

COUNTY OF: Suffolk

On this 19th day of March, 2001, before me personally appeared William J. Flanagan known to me to be the person described in and who executed the foregoing instrument, and who acknowledged that he/she executed the same as his/her free act and deed.

Ronald A. Triello

Notary Public

My Commission Expires: 4-7-06

IN WITNESS WHEREOF:

DATE I EXECUTED APPLICATION: March 19, 2001

Today's Date: March 19, 2001

Name: Jeffrey Conklin

Signature: *Jeffrey Conklin*

STATE OF: Massachusetts

COUNTY OF: Suffolk

On this 19th day of March, 2001, before me personally appeared Jeffrey Conklin known to me to be the person described in and who executed the foregoing instrument, and who acknowledged that he/she executed the same as his/her free act and deed.

Ronald A. Triello

Notary Public

My Commission Expires: 4-7-06

IN WITNESS WHEREOF:

DATE I EXECUTED APPLICATION: March 19, 2001

Today's Date: March 19, 2001

Name: David Foucher

Signature: [Handwritten Signature]

STATE OF: Massachusetts

COUNTY OF: Suffolk

On this 19th day of March, 2001, before me personally appeared David Foucher known to me to be the person described in and who executed the foregoing instrument, and who acknowledged that he/she executed the same as his/her free act and deed.

[Handwritten Signature]
Notary Public
My Commission Expires: 4-7-02

IN WITNESS WHEREOF:

DATE I EXECUTED APPLICATION: APRIL 18, 2001

Today's Date: APRIL 18, 2001

Name: Daniel Foucher

Signature: [Handwritten Signature]

STATE OF: Massachusetts

COUNTY OF: Middlesex

On this 18th day of APRIL, 2001, before me personally appeared Daniel Foucher known to me to be the person described in and who executed the foregoing instrument, and who acknowledged that he/she executed the same as his/her free act and deed.

[Handwritten Signature]
Notary Public
My Commission Expires: February 22, 2002
JOSEPH A. KING
Notary Public, Massachusetts