

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY AGREEMENT
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Made2Manage Systems, Inc.	12/19/2005
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Harris N.A.
<b>Street Address:</b>	111 West Monroe Street
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60603
<b>PROPERTY NUMBERS Total: 4</b>	
<b>Property Type</b>	<b>Number</b>
Patent Number:	6119102
Application Number:	09928863
Application Number:	09743152
Application Number:	10910487
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(312)803-5299
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	(312) 845-3430
<b>Email:</b>	kalwa@chapman.com
<b>Correspondent Name:</b>	Richard Kalwa
<b>Address Line 1:</b>	111 West Monroe Street
<b>Address Line 2:</b>	Chapman and Cutler LLP
<b>Address Line 4:</b>	Chicago, ILLINOIS 60603
<b>ATTORNEY DOCKET NUMBER:</b>	1623818
<b>NAME OF SUBMITTER:</b>	Richard Kalwa

**CH \$160.00 6119102**

Total Attachments: 4  
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## PATENT COLLATERAL AGREEMENT

This 19th day of December, 2005, MADE2MANAGE SYSTEMS, INC., an Indiana corporation ("*Debtor*") with its principal place of business and mailing address at 450 East 96th Street, Suite 300, Indianapolis, Indiana 46240, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby grants a continuing security interest to HARRIS N.A., a national banking association ("*Harris*") with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603, acting as administrative agent hereunder for the Secured Creditors defined in that certain Security Agreement referred to below (said Harris acting as such agent and any successor or successors to BMO acting in such capacity being hereinafter referred to as the "*Agent*"), in the following property:

(i) Each patent and patent application listed on Schedule A hereto and all of the inventions described and claimed therein and any and all reissues, continuations, continuations-in-part or extensions thereof; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any patent listed on Schedule A hereto, in each case together with the right to sue for and collect said damages;

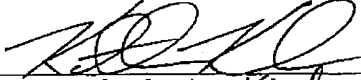
to secure performance of all Secured Obligations as set out in that certain Security Agreement dated as of even date herewith between Debtor, the other debtors party thereto, and the Agent, as the same has been or may be amended, supplemented, modified or restated from time to time (the "*Security Agreement*").

Debtor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the patents and patent applications granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Debtor has caused this Patent Collateral Agreement to be duly executed as of the date and year last above written.

MADE2MANAGE SYSTEMS, INC.

By   
Name Katherine Kinder  
Title \_\_\_\_\_

HARRIS N.A., as Agent

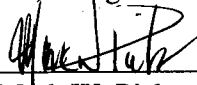
By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, Debtor has caused this Patent Collateral Agreement to be duly executed as of the date and year last above written.

MADE2MANAGE SYSTEMS, INC.

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

HARRIS N.A., as Agent

By  \_\_\_\_\_  
Name: Mark W. Piekos  
Title: Managing Director

[Signature Page to M2M Patent Collateral Agreement]

**SCHEDULE A  
TO PATENT COLLATERAL AGREEMENT**

**U.S. PATENT NUMBERS  
AND PENDING U.S. PATENT APPLICATION NUMBERS**

TITLE OF PATENT	DATE ISSUED	U.S. PATENT NUMBER
RAPID REGENERATION MATERIALS REQUIREMENT PLANNING SYSTEM	9/12/2000	6,119,102

TITLE OF PATENT	FILING DATE	U.S. PATENT APPLICATION NUMBER
END-TO END TRANSACTION PROCESSING AND STATUSING SYSTEM AND METHOD	8/13/2001	09/928,863
NAVIGATIONAL INTERFACE FOR ERP SYSTEM	1/5/2001	09/743,152
NAVIGATIONAL INTERFACE FOR ERP SYSTEM	8/03/2004	10/910,487