

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/17/2004

CONVEYING PARTY DATA

Name	Execution Date
Manugistics Atlanta, Inc.	02/17/2004

RECEIVING PARTY DATA

Name:	Manugistics, Inc.
Street Address:	Corporation Trust Center
Internal Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801

PROPERTY NUMBERS Total: 7

Property Type	Number
Application Number:	09859674
Application Number:	10356717
Patent Number:	6963854
Patent Number:	6336097
Patent Number:	5918209
Patent Number:	7110960
Patent Number:	7072848

CORRESPONDENCE DATA

Fax Number: (703)773-5200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 7037734000
 Email: margaret.filipowicz@dlapiper.com
 Correspondent Name: Dale S. Lazar

OP \$280.00 09859674

Address Line 1: P.O. Box 9271
Address Line 4: Reston, VIRGINIA 20195

ATTORNEY DOCKET NUMBER: 328800-28

NAME OF SUBMITTER: Dale S. Lazar

Total Attachments: 6
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State of Delaware
Secretary of State
Division of Corporations
Delivered 09:06 AM 02/27/2004
FILED 09:01 AM 02/27/2004
SRV 040146347 - 0712808 FILE

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") dated as of the 17th day of February, 2004 by and between MANUGISTICS ATLANTA, INC., a Delaware corporation ("Merged Corporation") and MANUGISTICS, INC., a Delaware corporation ("Surviving Corporation"), said corporations being hereafter collectively referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Merged Corporation is a business corporation of the State of Delaware with its registered office therein located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801; and

WHEREAS, the authorized capital of Merged Corporation consists of 1,000 shares of common stock, \$.01 par value, of which 1,000 shares are issued and outstanding, all of which shares are owned by Manugistics Group, Inc.; and

WHEREAS, Surviving Corporation is a business corporation of the State of Delaware with its registered office therein located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801; and

WHEREAS, the authorized capital of Surviving Corporation consists of 1,000 shares of common stock, \$1.00 par value, of which 1,000 shares are issued and outstanding, all of which shares are owned by Manugistics Group, Inc; and

WHEREAS, each of Merged Corporation and Surviving Corporation and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of the Constituent Corporations and their respective stockholders that Merged Corporation be merged with and into Surviving Corporation pursuant to the

provisions of the General Corporation Law of the State of Delaware, as amended ("DGCL"), upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, being thereunto duly approved by a resolution adopted by the Board of Directors of Merged Corporation and duly approved by a resolution adopted by the Board of Directors of Surviving Corporation, the Constituent Corporations agree, pursuant to applicable provisions of the DGCL, this Agreement and the terms and conditions thereof that Merged Corporation shall be merged with and into Surviving Corporation as a single corporation and that the terms of such merger and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are and shall be as follows:

ARTICLE I

Merged Corporation shall be merged with and into Surviving Corporation and the corporate existence of Merged Corporation shall cease and the corporate existence of Surviving Corporation shall continue under the name Manugistics, Inc., and Surviving Corporation shall become the owner, without transfer, of all rights and property of Merged Corporation, and Surviving Corporation shall become subject to all the debts and liabilities of Merged Corporation in the same manner as if Surviving Corporation had itself incurred them.

ARTICLE II

The present Certificate of Incorporation, as amended, and the Amended and Restated By-Laws, as amended, of Surviving Corporation shall be the certificate of incorporation and by-laws of the corporation surviving the merger until altered, amended, or repealed.

ARTICLE III

The present Directors of Surviving Corporation shall be the Directors of the corporation surviving the merger until their respective successors are duly elected and qualified.

ARTICLE IV

All the shares of the capital stock of Merged Corporation and all rights with respect thereto shall be cancelled at the effective time and date of the merger, and the certificates representing such shares shall be marked "cancelled" and no shares or other securities or obligations or cash shall be issued in exchange therefor. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the corporation the merger.

ARTICLE V

The merger shall be effective at 11:59 p.m. on February 29, 2004 (the "Effective Time").

ARTICLE VI

At any time prior to the Effective Time, this Agreement may be terminated or amended, in accordance with the provisions of the DGCL, by the Board of Directors of each Constituent Corporation.

ARTICLE VII

In the event that this Agreement shall have been fully approved and adopted on behalf of Merged Corporation and Surviving Corporation in accordance with the provisions

of the DGCL, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

ARTICLE VIII

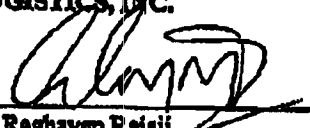
The Board of Directors and the proper officers of Merged Corporation and of Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement has been duly executed on the day and year first above written.

MANUGISTICS ATLANTA, INC.

By: 
Name: Raghavan Rajaji
Title: President

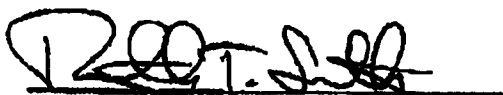
MANUGISTICS, INC.

By: 
Name: Raghavan Rajaji
Title: Executive Vice President and Chief Financial Officer

**CERTIFICATE OF SECRETARY OF
MANUGISTICS, INC.**

The undersigned, being the Secretary of Manugistics, Inc., a Delaware corporation, does hereby certify that the foregoing Agreement and Plan of Merger has been adopted on behalf of said corporation pursuant to the provisions of Subsection (f) of Section 251 of the General Corporation Law of the State of Delaware, and that, as of the date of this Certificate, the conditions specified in the first sentence of such Subsection (f) have been satisfied so as to render the provisions of said Subsection (f) applicable.

Dated: February 17, 2004



Name: Timothy T. Smith

Title: Secretary

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**CERTIFICATE OF SECRETARY OF
MANUGISTICS ATLANTA, INC.**

The undersigned, being the Secretary of Manugistics Atlanta, Inc., a Delaware corporation, does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the holder of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: February 17 2004



Name: Timothy F. Smith
Title: Secretary

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