

08-07-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Peregrine Systems, Inc. 8/1/02

- 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: MAXIMUS, Inc.

Internal Address:

Street Address: 11419 Sunset Hills Road

City: Reston State: Virginia Zip: 20190

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 30, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2450390, 2373273, 2268141

Additional number(s) attached Yes No

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

Name: Jean M. Maxwell Trademark Legal Assistant Coordinator Internal Address:

Street Address: Palmer & Dodge, LLP 111 Huntington Avenue

City: Boston State: MA Zip: 02199-7613

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:

501646

DO NOT USE THIS SPACE

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.

Name of Person Signing Jean M. Maxwell

Signature

Date 8/1/02

Total number of pages including cover sheet, attachments, and document: 4

August 1, 2002

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

08/06/2002 6TDM11 00000214 501646 2450390

01 FC:481 40.00 CH 02 FC:482 50.00 CH

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS made as of July 30, 2002, by Peregrine Systems, Inc., a Delaware corporation with its principal place of business at 3611 Valley Centre Drive, San Diego, California 92130 ("Assignor"), to MAXIMUS, Inc., a Virginia corporation with its principal place of business at 11419 Sunset Hills Road, Reston, Virginia 20190 ("Assignee").

WHEREAS Assignor has adopted, has used, is using, or has a bona fide intent to use, and is the owner of, the trademarks, service marks, and federal registrations therefor, as set forth in Schedule A attached hereto (the "Marks"); and


WHEREAS Assignee, a successor to a portion of the business of the Assignor, is desirous of acquiring the Marks;

WHEREAS, pursuant to an Asset Purchase Agreement of even date herewith between Assignor and Assignee (the "Agreement"), Assignee is acquiring from Assignor the entire right, title and interest in and to the Marks together with the goodwill of the business symbolized by the Marks;

NOW, THEREFORE, Assignor, for and in exchange for the payment of the purchase price set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged by Assignor, does hereby assign unto Assignee, all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and all rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Marks, and Assignor hereby authorizes the Commissioner of Patents and Trademarks to record the registrations of the Marks as the property of Assignee.

IN WITNESS WHEREOF, Assignor has caused this Assignment of Trademarks to be signed by its duly authorized officer effective as of the date first written above.

PEREGRINE SYSTEMS, INC.

By: 
Name: GARY GREENFIELD
Title: CEO

[Certificate of Acknowledgment to Assignment of Trademarks]

Schedule A

Marks

<u>CountryName</u>	<u>Trademark Name</u>	<u>Status</u>	<u>Filing/Reg. Date</u>	<u>Appl/Reg No.</u>
USA	COMMANYWHERE	Abandoned	2/3/1998	75/427,962
USA	COMMANYWHERE	Mark Trf	2/3/1998	75/427,962
EU	E.FLEET	Aband Inst	3/21/2000	001567718
USA	E.FLEET	Mark Trf	7/31/1997	75/333,912
USA	E.FLEET	Regd-DNR	5/15/2001	2,450,390
USA	FLEETANALYST	Abandoned	7/24/1996	75/139,320
USA	FLEETANYWHERE	Mark Trf	8/4/1997	75/334,964
USA	FLEETANYWHERE	Registered	8/1/2000	2,373,273
USA	FLEETCENTRAL	Searched		
USA	PROTOTYPE INCORPORATED	Mark Trf	8/10/1999	2,268,141
USA	PROTOTYPE INCORPORATED	Registered	8/10/1999	2,268,141