

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vigilance, Inc.		12/09/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Arzoon Asset Acquisition, Inc
Street Address:	2075 Pioneer Court
City:	San Mateo
State/Country:	CALIFORNIA
Postal Code:	94403
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Serial Number:	76155457	1:1 PERSONAL AGENTS
Serial Number:	76307650	KPE
Serial Number:	76362045	KPR
Registration Number:	2693916	V
Registration Number:	2698377	VIGILANCE
Registration Number:	2698407	V VIGILANCE

CORRESPONDENCE DATA	
Fax Number:	(408)558-9960
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	4085587890
Email:	efiler@iplo.com
Correspondent Name:	Michael J. Hughes
Address Line 1:	1901 South Bascom Avenue, Suite 660
Address Line 4:	Campbell, CALIFORNIA 95008

ATTORNEY DOCKET NUMBER:	60029.200000
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CH \$165.00 76155457

NAME OF SUBMITTER:

Michael J. Hughes

**Total Attachments: 4**

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TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is made from Vigilance, Inc., a Delaware corporation (the "Seller"), and Harmony Software, Inc., a wholly owned subsidiary of Seller, and Vigilance Limited, a wholly owned subsidiary of Seller (together, the "Seller Subsidiaries") to Arzoon Asset Acquisition, Inc., a Delaware corporation ("Buyer Subsidiary"), a wholly owned subsidiary of Arzoon, Inc., a Delaware corporation ("Buyer").

Seller and Seller Subsidiaries desire to assign to Buyer Subsidiary all of the right, title and interest in and to the trademarks and/or service marks (the "Marks") set forth on Schedule 2.1(h) to the Asset Purchase Agreement dated December \_\_, 2003 entered into by and among Buyer, Buyer Subsidiary, Seller and Seller Subsidiaries (the "Asset Purchase Agreement"), which Schedule is attached hereto as Exhibit A, together with the good will of the business pertaining thereto.

In consideration for entering into the Asset Purchase Agreement and for other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Seller and Seller Subsidiaries do hereby assign, transfer, grant, sell and otherwise convey to Buyer Subsidiary all of the right, title and interest of Seller and Seller Subsidiaries in and to the Marks, including all common law rights therein, applications to register therefor, together with the good will of the business symbolized by the Marks and all claims for damages by reason of past infringements of the Marks with the right to sue for and collect the same for its own use and benefit, and for the use and on behalf of its successors, assigns and other legal representatives. By executing below, the persons executing this Assignment acknowledge that they are authorized to do so on behalf of Seller and Seller Subsidiaries.

Dated: 12/1/03

VIGILANCE, INC.

By: [Signature]

Name: [Signature]  
(Print)

Title: [Signature]

HARMONY SOFTWARE, INC.

By: [Signature]

Name: [Signature]  
(Print)

Title: [Signature]

VIGILANCE LIMITED

By: [Signature]

Name: [Signature]  
(Print)

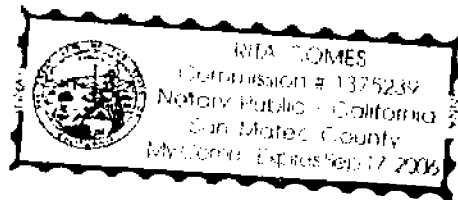
Title: [Signature]

State of CA )

County of San Mateo ) ss: [Signature]

Before me personally appeared said [Signature] and acknowledged the foregoing instrument to be his free act and deed this 12 day of December

[Signature]  
(Notary Public)



## EXHIBIT A

MARK	COUNTRY	APPLICATION REGISTRATION	CLASS & GOODS/SERVICES	STATUS
VE PERSONAL AGENTS	United States	Application No. 7,185,457	Class 35: Supply chain management services, customer relations management services, quality assurance management services and manufacturing management services, all via the Internet and other computer networks.	Pending
KPI	United States	Application No. 7,307,690	Class 35: Business management services in the field of customer relations, supply chain and quality assurance management all provided via the Internet and other computer networks	Approved
KPR	United States	Application No. 7,267,045	Class 35: Business management services in the field of customer relations, supply chain and quality assurance management all provided via the Internet and other computer networks	Notice of approval sent 8/22/03
VACYU LIZED BAW	United States	Application No. 6,177,079 Registration No. 2,698,407	Class 35: Supply chain management services, customer relations management services, quality assurance management services and manufacturing management services, all via the Internet and other computer networks.	Registered: 3/4/03
VIGILANCE	United States	Application No. 7,018,478 Registration No. 2,698,407	Class 35: Supply chain management services, customer relations management services, quality assurance management services and manufacturing management services, all via the Internet and other computer networks	Registered: 3/18/03
VIGILANCE AND DESIGN BAW	United States	Application No. 6,177,049 Registration No. 2,698,407	Class 35: Supply chain management services, customer relations management services, quality assurance management services and manufacturing management services, all via the Internet and other computer networks	Registered
VIGILANCE T. Lo Smart & Partners	Canada	Application No. 1009807	Supply chain management services, customer relations management services, quality assurance management services and manufacturing management services, all via the Internet and other computer networks	Allowed: 12/27/02
DEFI VAI	United States	Application No. 7,127,770	Class 35: Customer relations management services and business management services in the field of customer relations, supply chain, and quality assurance management, all via the Internet and other computer networks	Abandoned
			Amended	

MARK	COUNTRY	APPLICATION REGISTRATION	CLASS, GOODS, SERVICES	STATUS
DEFTY	United States	Application No. 76/145,790	Class 35: customer relations management services and business management services in the field of customer relations, supply chain, and quality assurance management, all via the Internet and other computer networks Abandoned	Abandoned
EVENT EFFICIENCY MANAGEMENT	United States	Application No. 76/145,795	Class 35: customer relations management services and quality assurance management services, all via the Internet and other computer networks	Abandoned
EXCEPTION EFFICIENCY MANAGEMENT	United States	Application No. 76/145,794	Class 35: customer relations management services and quality assurance management services, all via the Internet and other computer networks	Abandoned
V (STYLIZED COLOR)	United States	Application No. 76/178,048	Class 35: Supply chain management services, customer relations management services, quality assurance management services and manufacturing management services, all via the Internet and other computer networks.	Abandoned
VIGILANCE AND DESIGN (COLOR)	United States	Application No. 76/177,927	Class 35: Supply chain management services, customer relations management services, quality assurance management services and manufacturing management services, all via the Internet and other computer networks.	Abandoned

**Harmony Software, Inc.**

Harmony (Registration Abandoned )

Other Harmony Software, Inc. trademarks ( Abandoned )