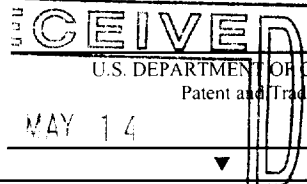


MRP 5-14-99

05-19-1999



FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RECORD TI



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Tab settings

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

1. Name of conveying party (ies):
Sagent Professional Services, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: September 30, 1998

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

Name: Sagent Technology, Inc.
Internal Address:
Street Address: 800 West El Camino Real, 3rd Floor
City: Mountain View State: CA ZIP: 94040

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

If assignment 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) and addresses attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,189,156
2,175,293

Additional numbers attached? Yes No

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

Name: John C. Nishi
Internal Address:
Street Address: Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road
City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$65.00

- Enclosed
Authorized to be charged to deposit account

If fee insufficient, please charge:

8. Deposit account number:
23-2415 ATTN: 16030-900

(Attach duplicate copy of this page if paying by deposit account.)

05/18/1999 JSHABAZZ 00000180 2189156

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

John C. Nishi
Name of Person Signing

[Signature]
Signature

May 10, 1999
Date

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

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

TRADEMARK
REEL: 001897 FRAME: 0974

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"SAGENT PROFESSIONAL SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SAGENT TECHNOLOGY, INC." UNDER THE NAME OF "SAGENT TECHNOLOGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2940273 8100M

981379550

AUTHENTICATION: 9331837

DATE: 09-30-98

TRADEMARK
REEL: 001897 FRAME: 0975

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SAGENT PROFESSIONAL SERVICES, INC.
(a Delaware corporation)

WITH AND INTO

SAGENT TECHNOLOGY, INC.
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Sagent Technology, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company") does hereby certify as follows:

1. that the Company owns all the capital stock of Sagent Professional Services, Inc., a Delaware corporation (the "Subsidiary"); and
2. that the Company determined to and did merge the Subsidiary into itself, effective as of 2:00 p.m., E.S.T. on September 30, 1998, by the following resolutions of its Board of Directors, duly adopted on September 24, 1998 at a meeting of the Board of Directors:

WHEREAS the Company lawfully owns all the capital stock of Sagent Professional Services, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS the Company desires to merge the Subsidiary into itself and to acquire all of the assets and assume all of the liabilities of the Subsidiary.

NOW, THEREFORE, BE IT RESOLVED: that, effective as of 2:00 p.m. on September 30, 1998, the Company shall merge the Subsidiary into itself and acquire all of its assets and assume all of its liabilities and obligations; and

RESOLVED FURTHER: that the President and the Secretary of the Company are hereby authorized and directed to make, execute, and acknowledge a certificate of ownership and merger setting forth (i) a copy of these resolutions to merge the Subsidiary into the Company and assume its liabilities and obligations, and (ii) the date of adoption of such resolutions, and to file such certificate of ownership and merger in the office of the Delaware Secretary of State, a certified copy thereof in the office of the Recorder of Deeds of New Castle County and a counterpart original certificate of ownership and merger in the office of the California Secretary of State; and

RESOLVED FURTHER: that the officers of the Company are hereby authorized and directed to do all acts and things whatsoever, whether within or without Delaware, which they may deem necessary or appropriate to effect such merger.

Under penalty of perjury, this signature constitutes the acknowledgment that this instrument is the act and deed of the Company, and that the facts stated herein are true.

BY: *Dr. Eugenia Walker*

ATTEST:

Art Schneiderman

Art Schneiderman, Secretary