



01-03-2001

11-29-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #58



RCE

RECORDATION FORM COVER  
TRADEMARKS ONLY

101570759

Patent and Trademark Office  
Docket No. 022434-0008

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

1. Name of Conveying party(ies):

Portal Software, Inc.

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

California

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

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

11-29-00

Name: Portal Software, Inc.  
Street Address: 2083 Stevens Creek Boulevard  
Cupertino, California 95014

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

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Effective Date: April 20, 1999

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

A. Trademark Application No.(s)

B. Registration No.(s) 1,604,063 and 2,141,992

75/644,934, 75/645,296, 75/646,113, 75/556,660  
75/556,661, 75/646,365, 75/557,823, 75/557,824 and 75/556,659

Additional numbers attached?  Yes  No

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

Carla B. Oakley  
Brobeck, Phleger & Harrison LLP  
Spear Street Tower  
One Market  
San Francisco, CA 94105

6. Total number of applications and trademark registrations involved: 11

7. Total fee (37 C.F.R. § 3.41): \$290.00

- Enclosed
- Authorized to be charged to deposit account, referencing Attorney Docket: 022434-0008

8. Deposit account number: 02-3950

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 02-3950.

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: Carla B. Oakley

Signature

2-2-2001  
Date

Total number of pages comprising cover sheet, attachment and document: 4

BPH Trademark Group  
DOCKETED

FEB 08 1999

D. 95579

State of Delaware  
Office of the Secretary of State

PAGE 1  
ENDORSED - FILED  
In the office of the Secretary of State  
of the State of California

APR 29 1999

BILL JONES, 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 MERGER, WHICH MERGES:

"PORTAL SOFTWARE, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PORTAL SOFTWARE, INC." UNDER THE NAME OF "PORTAL SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF APRIL, A.D. 1999, AT 6 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

3022064 8100M

991164322

AUTHENTICATION: 9709099

DATE: 04-27-99

TRADEMARK

JAN 14 10 52 AM '99  
REEL: 002204 FRAME: 0745

## CERTIFICATE OF MERGER

OF

PORTAL SOFTWARE, INC.,  
a California corporation

INTO

PORTAL SOFTWARE, INC.,  
a Delaware corporation

(under Section 252 of the Delaware General Corporation Law)

It is hereby certified that:

**FIRST:** The name and state of incorporation of each of the constituent business corporations participating in the merger herein certified are as follows:

(i) Portal Software, Inc., which is incorporated under the laws of the State of California ("Portal-California") and

(ii) Portal Software, Inc., which is incorporated under the laws of the State of Delaware ("Portal-Delaware").

**SECOND:** An Agreement and Plan of Merger dated as of April 19, 1999 (the "Agreement of Merger") between Portal-California and Portal-Delaware has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware: to wit, by Portal-California in accordance with the laws of the State of its incorporation and by Portal-Delaware in the same manner as is provided in Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The surviving corporation in the merger herein certified shall be Portal-Delaware, which will, upon effectiveness of the merger, continue its existence as said surviving corporation under the name "Portal Software, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

**FOURTH:** The Certificate of Incorporation of Portal-Delaware shall continue to be the Certificate of Incorporation of said surviving corporation without change or amendment until further amended in accordance with the provisions of the General Corporation Law of the State of Delaware.

**FIFTH:** The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation. The address of the principal place of business of the surviving corporation is 20883 Stevens Creek Blvd., Cupertino, CA 95014.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of Portal-California consists of (a) Thirty-Five Million (35,000,000) shares of Common Stock, no par value, and (b) Twenty Million (20,000,000) shares of Preferred Stock, no par value.

[Signature page follows]

Dated: April 20, 1999

PORTAL SOFTWARE, INC.,  
a California corporation

By: \_\_\_\_\_  
Name: John F. Little  
Title: Chairman of the Board, President  
and Chief Executive Officer

ATTEST:

\_\_\_\_\_  
Name: Jack L. Acosta  
Title: Vice President, Chief  
Financial Officer and  
Secretary

PORTAL SOFTWARE, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Name: John F. Little  
Title: Chairman of the Board, President  
and Chief Executive Officer

ATTEST:

\_\_\_\_\_  
Name: Jack L. Acosta  
Title: Vice President, Chief  
Financial Officer and  
Secretary

SIGNATURE PAGE TO CERTIFICATE OF MERGER

