

04-18-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
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4-11-01

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID#
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Reel # Frame #
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Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year
 3-19-2001

Conveying Party

Mark if additional names of conveying parties attached

Name C2B Technologies, Inc.

Execution Date
Month Day Year
 3-19-2001

Formerly

75 436902

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name e-centives, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 6901 Rockledge Drive

Address (line 2) Seventh Floor

Address (line 3) Bethesda

City

Maryland

State/Country

20817

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

Citizenship/State of Incorporation/Organization Delaware

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TRADEMARK
REEL: 002273 FRAME: 0638

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(703) 610-6100

Name Valerie Brennan, Esq.

Address (line 1) Hogan & Hartson L.L.P.

Address (line 2) 8300 Greensboro Drive

Address (line 3) Suite 1100

Address (line 4) McLean, Virginia 22102

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Valerie Brennan

Name of Person Signing

Valerie Brennan

Signature

4/10/01

Date Signed

IN THE UNITED STATES
PATENT AND TRADEMARK OFFICE

TRADEMARK ASSIGNMENT

WHEREAS, C2B Technologies, Inc., a corporation organized and existing under the laws of Delaware, located and doing business at 1400 Fashion Island Blvd., Suite 309, San Mateo, CA 94404 (hereinafter "Assignor") is the owner of the marks listed on the attached Schedule A, the corresponding federal applications, and the goodwill symbolized thereby (collectively, the "Marks"); and

WHEREAS, e-centives, Inc., a corporation organized and existing under the laws of Delaware, located and doing business at 6901 Rockledge Drive, Seventh Floor, Bethesda, MD 20817 (hereinafter "Assignee") is desirous of obtaining the entire right, title and interest in, to and under the Marks, together with all assets relating to the business in connection with which the Marks are used, which business is ongoing and existing; and

WHEREAS, the parties are desirous of effecting said sale, assignment and transfer of all right, title and interest in and to said Marks and the goodwill symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title, interest in and to the Marks, and the goodwill of the business connected with the Marks, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

Assignor further assigns to Assignee all right to sue for and receive all damages accruing from past infringements of the Marks.

This Assignment shall be binding upon the parties, their successors and/or assigns and all others acting by, through, with or under their direction, and all those in privity therewith.

IN WITNESS WHEREOF, C2B Technologies, Inc. has caused this instrument to be signed by a duly authorized corporate officer and its corporate seal to be affixed, as of this 19th day of March, 2001.

APPROVED



**INKTOMI
LEGAL**

RLV

C2B TECHNOLOGIES, INC.

By: 

Name: JERRY KENNELLY

CHIEF FINANCIAL OFFICER

Title: _____

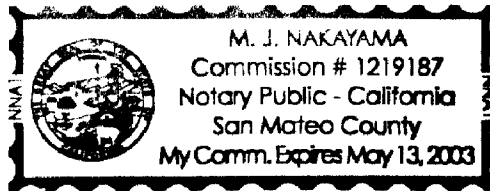
STATE OF California)
)
COUNTY OF San Mateo)
)
SS

On this 19th day of March, 2001 before me personally appeared
Jerry Kennelly to me personally known, who, being duly sworn, did say that ~~she~~ he is the
CFO of C2B Technologies, Inc. and that ~~she~~ he duly executed the
foregoing instrument for and on behalf of C2B Technologies, Inc. being duly authorized to do so
and that said individual acknowledged said instrument to be the free act and deed of said
corporation.

Notary Public

M. J. Nakayama

My commission expires: May 13, 2003



Schedule A

MARKS

<u>Mark</u>	<u>Corresponding Ser./Reg. No.</u>	<u>Filing/Reg. Date</u>
C2B	75/436,902	02/19/1998