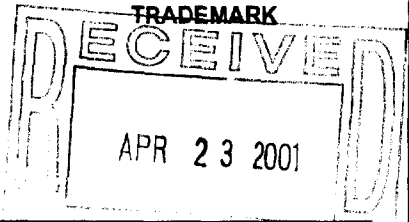


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

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Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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 a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Tsan Abrahamson

Tsan Abrahamson

17 APRIL 01

Name of Person Signing

Signature

Date Signed

Assignment Nunc Pro Tunc

WHEREAS, Connectinc.com, Co. a Delaware corporation, having its principal place of business at 515 Ellis Street, Mountain View, CA 94043 had adopted, used and was using the mark MARKETSTREAM which is the subject of registration in the United States Patent and Trademark Office (Reg. No 2, 370,446).

AND, WHEREAS, said Connectinc.com, Co. assigned to Digital River, Inc. a Delaware corporation, having an address at 9625 West 76th Street, Suite 150 Eden Prairie, MN 55344 and was fully cognizant of the aforementioned assignment, effective March 20, 2001 and that this nunc pro tunc assignment is being executed now in order to clarify the ownership of the above-mentioned U.S. trademark registration, as evidenced by the relevant portions of Exhibit A, and to confirm that Connectinc.com, Co. did assign unto Digital River, Inc. all rights, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks.

Digital River, Inc.

Dated: April 13, 2001

By: 
Joel Ronning
Chief Executive Officer

ASSET PURCHASE AGREEMENT

by and between:

DIGITAL RIVER, INC.,
a Delaware corporation;



and

CONNECTINC.COM, Co.,
a Delaware corporation.

Dated as of March 20, 2001

Software License Agreement between ConnectInc. And AT&T Wireless Services Inc., dated January 27, 1997

Source Code License Agreement between ConnectInc. And AT&T Wireless Services Inc., dated December 22, 1999

Software License and Maintenance Agreement between Calico Commerce and SpexDex.com, dated June 27, 2000

Oracle Alliance Agreement, with Full Use Sublicense Addendum and Application Specific Sublicense Addendum, all dated Dec. 7, 1999

Partner Agreement with Technology Solutions Company dated Jan. 31, 2000 and Addendum to Consulting Partner Agreement, undated (appears to have been signed in June, 2000)

Product Integration and Marketing Agreement with CyberSource Corporation, dated Apr. 25, 2000

Development and Distribution Agreement with TIBCO Software Inc., dated Mar. 28, 2000

"BusinessWare-Ready" Connector Development and Marketing Program Agreement with Vitria Technology, Inc., dated June 30, 2000

IBM Cooperative Software Marketing Agreement with IBM, dated June 25, 1999

OEM Agreement with Verity, Inc. dated April 30, 1996, plus Second Amendment (dated April 30, 1999) and Third Amendment (dated May 17, 1999)

2.10 Proprietary Assets

(a)

(i) Trademarks to be transferred to the Buyer: MarketStream as filed with the United States Patent and Trademark Office, Registration #2370446.

(ii) Common law trademark use the "Market Maker" mark, as used historically by Connectinc.com, Inc. and Calico Commerce, Inc.

All claims to common law copyright protection for all software listed in Schedule 1.1(a) hereof.

(iii) All items listed in Section 1.1.

Also, the following agreements:

ISV Software License Agreement dated April 27, 1999 between Calico Commerce, Inc. and BEA WebXpress, Inc., as amended on October 28, 1999 and April 28, 2000;

Software License Agreement dated June 19, 2000 between Calico Commerce, Inc. and Broadbase, Inc.; and