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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

GoTo.com, Inc.

11402

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

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

3. Nature of conveyance:

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

Execution Date: June 28, 2001

2. Name and address of receiving party(ies)

Name: ChannelAdvisor Corporation

Internal

Address: Suite 100

Street Address: 5001 Hospitality Court

City: Morrisville State: NC Zip: 27560

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

If assignee 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

76/186385 76/195528
76/141311 76/065550

B. Trademark Registration No.(s)

2,482,290

Additional number(s) attached Yes No

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

Name: John C. Lindsey, Daniels and Daniels, P.A.

Internal Address: Generation Plaza, Suite 200

Street Address: 1822 N.C. Highway 54 East

City: Durham State: NC Zip: 27713

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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. Lindsey
Name of Person Signing

John C. Lindsey
Signature 12/21/2001
Date

Total number of pages including cover sheet, attachments, and document: 5

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

02/01/2002 LMUELLER 00000130 76186385

01 FC:481
02 FC:482

40.00 DP
100.00 DP

TRADEMARK
REEL: 002436 FRAME: 0314

ASSIGNMENT OF INTENT-TO-USE TRADEMARK APPLICATIONS

WHEREAS, GoTo.com, Inc., a Delaware corporation ("Assignor"), has intended to use the following marks in interstate commerce and has filed applications with the United States Patent and Trademark Office based on its bona fide intent to use such marks in commerce, but has not yet filed an allegation of use of the mark under Section 1(c) or 1(d) of the Trademark Act:

<u>Mark</u>	<u>Serial Numbers</u>
CHANNELFUSION and Design	76/186385
CHANNELADVISOR	76/141311
THE POWER TO SUPPLY DEMAND	76/195528
B2BROVER	76/065550

and

WHEREAS, ChannelAdvisor Corporation, a Delaware corporation ("Assignee"), is acquiring the entire business or portion thereof to which the marks pertain as required by 15 USC Section 1060;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee the marks in the above identified applications as part of the entire business or portion thereof to which the marks pertain as required by 15 USC Section 1060. Assignor agrees that if additional documents, instruments or information are required from time to time to confirm Assignee's ownership of the marks being assigned herein, Assignor will undertake any reasonably requested actions to provide Assignee with whatever is reasonably required in order to secure to Assignee the benefits of all rights hereby transferred.

Date: June 28, 2001.

ASSIGNOR: GoTo.com, Inc.

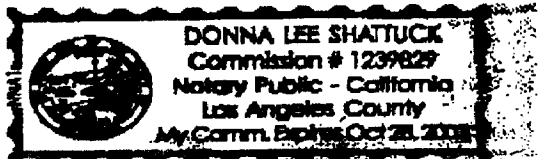
By: *Thomas Lamb*
 Title: VP, BUSINESS AFFAIRS

STATE OF California
 COUNTY OF Los Angeles, to wit:

I, Donna Lee Shattuck, a Notary Public, do hereby certify that on this 28th day of June, 2001, personally appeared before me, Thomas Lamb, who, being by me first duly sworn, declared that he is the VP Business Affairs of GoTo.com, Inc., that he signed the foregoing document as VP of Business Affairs of GoTo.com, Inc., and that the statements herein contained are true.

Donna Lee Shattuck
 Notary Public

My commission expires: 10/28/03



ASSIGNMENT OF TRADEMARKS

WHEREAS, GoTo.com, Inc., a Delaware corporation ("Assignor"), has adopted, used, is using and is the owner of the following trademark and has filed an application to register the mark in the United States Patent and Trademark Office:

Trademark

Serial No.

CHANNELFUSION

76/112114

WHEREAS, ChannelAdvisor Corporation, a Delaware corporation ("Assignee"), desires to acquire said mark and said application;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the above-listed trademark and said application therefor, together with the goodwill of the business symbolized by said trademark and the application thereof. Assignor agrees that if additional documents, instruments or information are required from time to time to confirm Assignee's ownership of the marks being assigned herein, Assignor will undertake any reasonably requested actions to provide Assignee with whatever is reasonably required in order to secure to Assignee the benefits of all rights hereby transferred.

Date: June 28, 2001.

Assignor: GoTo.com, Inc.

By: [Signature]
VP Business Affairs
Thomas Lamb

State of California
County of Los Angeles

On this 28th day of June, 2001, personally appeared before me Thomas Lamb of GoTo.com, Inc., the Assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of the identified company and pursuant to authority duly received.

My Commission Expires: 10/28/03

1000-001\assign-tm-gt2

[Signature]
Notary Public

