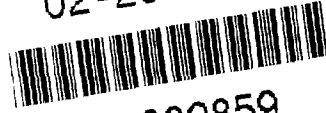


FORM PTO-1618A

Expires 6/30/99
OMB 0651-0027

02-26-2002



U.S. Department of Commerce
Patent & Trademark Office
TRADEMARK

REC

101992859
TRADEMARKS ONLY

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

Submission Type

- New 2.1.02
- Resubmission (Non-Recordation)
Document ID # []
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # [] Frame # []

Conveyance Type

- Assignment License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
12 12 2001
- Change of Name
- Other []

Conveying Party

Mark if additional names of receiving parties attached

Execution Date
Month Day Year

Name **FirstFloor Software, Inc.**

12/12/01

- Individual General Partnership Limited Partnership Corporation Association
- State of Incorporation **California**
- Other _____
- Citizenship _____

Receiving Party

Mark if additional names of receiving parties attached

Name **Calico Commerce, Inc.**

Address (line 1) **333 West San Carlos Street, Suite 300**

Address (line 2) **San Jose, California 95110**

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- State of Incorporation **Delaware**
- 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*).

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average 30 minutes per Cover Sheet to be received, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT TO THIS ADDRESS.

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

02/25/2002 DBYRHE 00000199 071907 2219759

01 FC:481 40.00 CH
02 FC:482 75.00 CH

PA\823460.1
Gray Cary\SF\3068405.1
1030935-901700

TRADEMARK
REEL: 002449 FRAME: 0308

Domestic Representative Name and Address

Enter the first Receiving Party Only

Name []

Address (line 1) []

Address (line 2) []

Address (line 3) []

Address (line 4) []

Correspondence Name and Address

Area Code and Telephone Number

Name **Farah P. Bhatti**

Address (line 1) **Gray Cary Ware & Freidenrich LLP**

Address (line 2) **400 Hamilton Avenue**

Address (line 3) **Palo Alto, California 94301-1825**

Address (line 4) []

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

4

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)		
[]	[]	<u>2,219,759</u>	<u>2,027,991</u>	<u>1,977,163</u>
[]	[]	<u>2,175,207</u>	[]	[]
[]	[]	[]	[]	[]

Number of Properties

Enter the total amount of properties involved. # 4

Expedited Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$115.00

Method of Payment:: Enclosed Deposit Account

Deposit Account 07-1907

(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 a deposit account are authorized, as indicated herein.

Farah P. Bhatti

1/31/02

Name of Person Signing

Signature

Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FIRSTFLOOR SOFTWARE, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "CALICO COMMERCE, INC." UNDER THE NAME OF
"CALICO COMMERCE, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2001, AT 4:30
O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3001985 8100M

AUTHENTICATION: 1502755

010637442

DATE: 12-13-01

TRADEMARK
REEL: 002449 FRAME: 0310

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FIRSTFLOOR SOFTWARE, INC.

INTO

CALICO COMMERCE, INC.

**(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)**

Calico Commerce, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies that:

1. Calico Commerce, Inc., a Delaware corporation was incorporated on February 18, 1999 pursuant to the Delaware General Corporation Law (the "Parent").
2. Parent owns one hundred percent (100%) of the outstanding shares of each class of stock of FirstFloor Software, Inc., a corporation incorporated in California on November 19, 1992.
3. Parent, by the following resolutions of its Board of Directors, duly adopted at a duly held meeting on December 11, 2001, resolved to merge FirstFloor Software, Inc., its subsidiary, into Parent, on the conditions set forth in such resolutions:

WHEREAS, Parent is the legal and beneficial owner of all of the outstanding shares of each class of stock of FirstFloor Software, Inc., a California corporation ("FirstFloor");

WHEREAS, the Board of Directors has determined that it is in the best interests of Parent and Parent's stockholders to consolidate its operations by merging FirstFloor with and into Parent (the "Merger"); and

WHEREAS, Section 253 of the Delaware General Corporation Law (the "DGCL") provides that if a parent Delaware corporation owns at least ninety percent (90%) of the outstanding shares of each class of stock of a subsidiary corporation, such subsidiary corporation may be merged with and into the parent Delaware corporation upon the adoption of an appropriate resolution by the Board of Directors of the parent Delaware corporation and the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State;

RESOLVED, that Parent shall merge FirstFloor, its subsidiary, into itself and assume all obligations of FirstFloor pursuant to Section 253 of the DGCL.

RESOLVED FURTHER, that upon the Merger becoming effective, all issued and outstanding shares of each class of stock of FirstFloor are cancelled.

RESOLVED FURTHER, that the Certificate of Incorporation and Bylaws of Parent shall not be amended and shall remain the Certificate of Incorporation of the surviving corporation.

RESOLVED FURTHER, that the officers of Parent, and any of them, are each hereby authorized and directed to execute all documents and to take such actions as they may deem necessary or advisable to carry out and perform the purposes of these resolutions.

RESOLVED FURTHER, that any actions taken by the officers of Parent prior to the adoption of the foregoing resolutions that are within the authority conferred hereby are hereby ratified, approved and confirmed as the acts and deeds of Parent.

[The remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Parent has caused this Certificate of Ownership and Merger to be signed by its President and attested by its Secretary on this 12 day of December, 2001.

/s/ James B. Weil
James B. Weil, President, Calico Commerce, Inc.

/s/ Leslie E. Wright
Leslie E. Wright, Secretary and Chief Financial Officer,
Calico Commerce, Inc.