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FINANCE SECTION

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- New 2-19-02
- Resubmission (Non-Recordation)
- Document ID # []
- Correction of PTO Error
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- Reel # [] Frame # []

Conveyance Type

- Assignment License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger Effective Date
- Change of Name Month Day Year
- Other [] **January 11, 2002**

Conveying Party

Mark if additional names of receiving parties attached

Name **Ventro Corporation**

Execution Date
Month Day Year
January 11, 2002

Formerly []

- Individual General Partnership Limited Partnership Corporation Association
- Other []
- Citizenship

Receiving Party

Mark if additional names of receiving parties attached

Name **NexPrise, Inc.**

DBA/AKA/TA []

Composed of []

Address (line 1) **1010 Joaquin Road**

Address (line 2) **Mountain View, CA 94043**

- 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

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Mail documents to be recorded with required cover sheet(s) information to:
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Gray Cary\PA\10212285.1
2500479-900100

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Domestic Representative Name and Address

Enter the first Receiving Party Only

Name

[N/A]

Address (line 1) []

Address (line 2) []

Address (line 3) []

Address (line 4) []

Correspondence Name and Address

Area Code and Telephone Number

Name **Heather A. Dunn, Esq.** (650) 833-2354

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

Address (line 3) **400 Hamilton Avenue**

Address (line 4) **Palo Alto, CA 94301-1833**

Pages

Enter the total number of pages of the attached conveyance document including any attachments **One (1) page**

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)

[76/136621] [76/136624] [] | [2522171] [] []

[] [] [] | [] [] []

[] [] [] | [] [] []

Number of Properties

Enter the total amount of properties involved. **Three (3)**

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): **\$90.00**

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.)

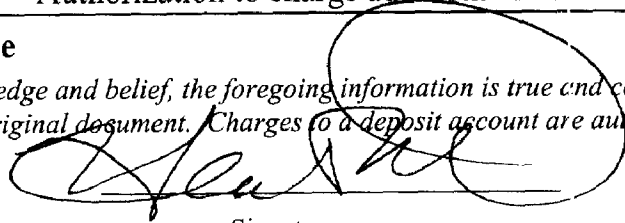
Deposit Account Number: # **07-1907**

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.

Heather A. Dunn, Esq.



Signature

February 19, 2002

Date Signed

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

COPY

In re Application of: NexPrise, Inc.

Law Office: 105

Serial No.: ~~76/136 621~~
Filed: September 26, 2000
Mark: NEXPRISE IPTEAM

Attorney: David E. Yontef

Box ITU
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

POWER OF ATTORNEY AT LAW

Sir:

Applicant hereby appoints the following attorneys of the law firm of Gray Cary Ware & Freidenrich:

Allyn Taylor, Esq., Mark F. Radcliffe, Esq., Stacy A. Snowman, Esq., Françoise Gilbert, Esq., Margaret M. Powers, Esq., Michelle R. Harbottle, Esq., Eliane Setton, Esq., Heather Dunn, Esq., Farah Bhatti, Esq., Ian N. Feinberg, Esq., David Dolkas, Esq. and Andrew P. Valentine, Esq. to prosecute this application to register, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Certificate of Registration.

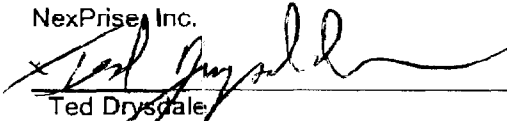
All correspondence concerning this application should be sent to:

Heather A. Dunn, Esq.
GRAY CARY WARE & FREIDENRICH LLP
400 Hamilton Avenue
Palo Alto, CA 94301-1833
(650) 833-2354
hdunn@graycary.com

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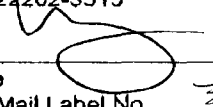
(Date)

NexPrise, Inc.


Ted Drysdale
Chief Executive Officer

CERTIFICATE OF EXPRESS MAILING

I, Michelle Boothley
do hereby certify that the foregoing document are being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to the Assistant Commissioner of Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513

Signature: 

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Delaware

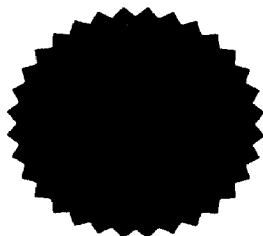
PAGE 1

The First State

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 MERGER, WHICH MERGES:

"VENTRO MERGER SUBSIDIARY, INC.", A DELAWARE CORPORATION, WITH AND INTO "VENTRO CORPORATION" UNDER THE NAME OF "NEXPRISE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 2002, AT 2:01 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2792764 8100M

AUTHENTICATION: 1555468

020021846

DATE: 01-11-02

RECORDED: 02/19/2002

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