

08-20-2002

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings



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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):

SCIENT CORPORATION

180702

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

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

3. Nature of conveyance:

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

Execution Date: May 4, 1999

2. Name and address of receiving party(ies)

Name: Scient Corporation

Internal

Address:

Street Address: 79 Fifth Avenue

City: New York State: NY Zip: 10003

- 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

TRADEMARK FEE PROCESS RECEIVED 2002 AUG -7 P. 11:25  
U.S. PATENT & TRADEMARK OFFICE

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached schedule

Additional number(s) attached  Yes  No

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

Name: Barbara Bauer-Padron

Internal Address: Legal Assistant

Schulte Roth & Zabel LLC

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41) \$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte, Roth & Zabel

DO NOT USE THIS SPACE

9. Signature.

08/19/2002 DBYRNE 00000210 500675 76195755

01 FC:481  
02 FC:482  
Barbara Bauer-Padron  
Name of Person Signing

Signature

August 7, 2002

Date

Total number of pages including cover sheet, attachments, and document: 9

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

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**TRADEMARK SCHEDULE**

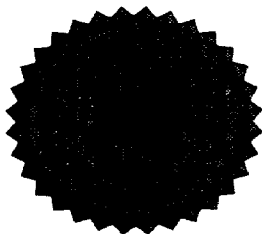
<b>MARK</b>	<b>COUNTRY</b>	<b>SERIAL NO.</b>	<b>FILING DATE</b>	<b>REGISTRATION NO.</b>	<b>REGISTRATION DATE</b>
SCIENT	USA	76/195,755	01/18/01		
SCIENT	USA	76/197,265	01/19/01		
SCIENT	USA	76/196,415	01/19/01		
SCIENT	USA	75/399,854	12/04/97	2,258,052	06/29/99
SCIENT and Design	USA	75/433,135	02/12/98	2,258,116	06/29/99
DESIGN only	USA	75/432,998	02/12/98	2,258,115	06/29/99
NEW BOTTOM LINE	USA	75/464,492	04/08/98	2,284,104	10/05/99
THE EBUSINESS SYSTEMS INNOVATOR	USA	75/717,508	06/01/99	2,456,717	06/05/01

# 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 OWNERSHIP OF "SCIENT CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3001397 8100

020452206

AUTHENTICATION: 1884061

DATE: 07-15-02

TRADEMARK

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**CERTIFICATE OF OWNERSHIP AND MERGER**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Scient Corporation, a California corporation (the "Parent Corporation"), for the purpose of effecting the merger (the "Merger") of Parent Corporation with and into Scient Corporation, a Delaware corporation (the "Surviving Corporation"), a wholly owned subsidiary of the Parent Corporation, does hereby certify:

**FIRST:** That the Surviving Corporation is incorporated and duly organized under the laws of the State of Delaware.


**SECOND:** That the Parent Corporation owns all of the outstanding shares of the capital stock of the Surviving Corporation.

**THIRD:** That attached as Exhibit A hereto are resolutions of the Board of Directors of the Parent Corporation, duly adopted by the members thereof and dated as of March 18, 1999, approving the Merger and this Certificate of Ownership and Merger.

**FOURTH:** That the holders of a majority of the outstanding stock of the Parent Corporation entitled to vote have approved the Merger by written consent under the provisions of section 603 of the California Corporations Code.

**IN WITNESS WHEREOF**, Parent Corporation has caused this certificate to be signed by Stephen A. Mucchetti, its Chief Operating Officer and Executive Vice President, this 4 day of May, 1999.

**SCIENT CORPORATION,**  
a California corporation

By:   
\_\_\_\_\_  
Stephen A. Mucchetti  
Chief Operating Officer and  
Executive Vice President

**EXHIBIT A**

**Resolutions of the Board of Directors of Scient Corporation  
Dated March 18, 1999**

GDSVFH142481.1

**TRADEMARK  
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WHEREAS, the Board believes that it is in the best interest of Scient Corporation, a California corporation (the "Company") to reincorporate as a Delaware corporation; and

WHEREAS, the Board believes that it is in the best interest of the Company to effect such reincorporation by means of a reorganization (within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended) (the "Reorganization") effected by merging the Company with and into Scient Corporation, a Delaware corporation ("Scient-Delaware"), pursuant to which:

- (i) every share of Common Stock of the Company outstanding will be exchanged for one (1) share of Common Stock of Scient-Delaware;
- (ii) each outstanding option to purchase one (1) share of Common Stock of the Company will be converted into an option to purchase one (1) share of Common Stock of Scient-Delaware with the exercise price being unaffected and pursuant to the terms of the Merger Agreement, as defined below, Scient-Delaware shall assume the obligations of the Company under its 1997 Stock Plan, as amended, for each such unexpired and unexercised option;
- (iii) each outstanding warrant to purchase Common Stock the Company that is unexpired and unexercised will be exchanged for a warrant to purchase the same number of shares of Common Stock of Scient-Delaware with the exercise price being unaffected and pursuant to the terms of the Merger Agreement, as defined below, Scient-Delaware will assume the obligations of the Company with respect to each such warrant;
- (iv) each share of Series A Preferred Stock of the Company currently outstanding will be exchanged for one (1) share of Series A Preferred Stock of Scient-Delaware;
- (v) each share of Series B Preferred Stock of the Company currently outstanding will be exchanged for one (1) share of Series B Preferred Stock of Scient-Delaware; and
- (vi) each share of Series C Preferred Stock of the Company currently outstanding will be exchanged for one (1) share of Series C Preferred Stock of Scient-Delaware;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby approve the Reorganization, and the exchange ratios described above;

RESOLVED FURTHER, that the Amended and Restated Certificate of Incorporation of Scient-Delaware, in the form presented to the Board of Directors (the "Restated Certificate"), be, and it hereby is, adopted and approved;

RESOLVED FURTHER, that the Agreement and Plan of Merger, in the form presented to the Board of Directors (the "Merger Agreement"), and all transactions described therein, be, and they hereby are, adopted and approved;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Reorganization to any appropriate governmental or regulatory agencies and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from any third parties or governmental or regulatory agencies as may be necessary or advisable to carry out the Reorganization;

RESOLVED FURTHER, that the Merger Agreement, the Restated Certificate, the Bylaws of Scient-Delaware, in the form presented to the Board of Directors, and the form Scient-Delaware Indemnification Agreement, in substantially the form presented to the Board of Directors, and such other documents and proposals including, without limitation, any related certificates necessary to effect the Reorganization, be submitted to the shareholders of the Company for approval and that each of the officers of the Company be, and hereby are, authorized and directed to prepare and submit said documentation to the shareholders of the Company for their approval;

RESOLVED FURTHER, that, subject to obtaining the requisite approval of the Merger Agreement by the Company's shareholders, the Chief Executive Officer or President and Secretary of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to (i) execute and deliver the Merger Agreement to Scient-Delaware, (ii) consummate all the transactions contemplated by the Merger Agreement, on the terms set forth in the Merger Agreement and pursuant to such other agreements, and any amendments thereto, as the officers executing such may in their discretion deem reasonable and appropriate, and (iii) prepare and cause to be filed the Certificate of Ownership and Merger in substantially the form presented to the Board of Directors, and any related officers' certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with the laws applicable to consummate the Reorganization;

RESOLVED FURTHER, that the effective date of the Reorganization shall be the date of filing of the Certificate of Ownership and Merger in the Office of the Secretary of State of Delaware;

RESOLVED FURTHER, that the Reorganization is intended to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any successor law);

RESOLVED FURTHER, that there is hereby adopted and incorporated by reference the full text of any resolution that may be required by any person or entity in connection with the Reorganization, and that the Secretary of the Company is hereby authorized and empowered to certify to such person or entity that any such form of resolution so required has been adopted; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company and under its corporate seal if appropriate, to (i) prepare and cause to be filed any related certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with applicable laws in order to consummate the Reorganization, and (ii) make all such arrangements, to do and perform all such acts and things, to execute and deliver all such officers' certificates and such other instruments and documents, to effect all filings and qualifications, and to take all further action as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

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