

02-26-2002



FORM PTO-1618A  
Expires 6/30/99  
OMB 0651-0027

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

101992874

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

<b>Submission Type</b> <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission Document ID # [ ] <input type="checkbox"/> Correction of PTO Error Reel # Frame # <input type="checkbox"/> Corrective Document Reel # [ ] Frame # [ ]	<b>Conveyance Type</b> <input type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assignment  <input checked="" type="checkbox"/> <b>Merger</b> Effective Date Month Day Year 12 07 2001 <input type="checkbox"/> Change of Name <input type="checkbox"/> Other [ ]
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**Conveying Party**       Mark if additional names of receiving parties attached

Execution Date  
Month Day Year  
                                 12/07/01

Name **ConnectInc.com, Co.**

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 recorded, including time for reviewing the document and gathering the data needed to complete this 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

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REEL: 002449 FRAME: 0279

**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 #

**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)**

[ ] [ ] [ ] 1,520,308 [ ] [ ]

**Number of Properties**

Enter the total amount of properties involved. #1

**Expedited Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$40.00

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**

*Farah P. Bhatti*

1/31/02

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

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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:

"CONNECTINC.COM, CO.", A DELAWARE 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 SEVENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.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: 1493622

010627290

DATE: 12-10-01

**TRADEMARK**  
**REEL: 002449 FRAME: 0281**

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**CONNECTINC.COM, CO.**

**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 (the "Parent"), hereby certifies that:

1. Parent was incorporated in California on April 14, 1994.
2. On September 23, 1999 pursuant to an agreement of merger and re-incorporation, Parent merged with and into Calico Commerce, Inc., a Delaware corporation, incorporated on February 18, 1999 pursuant to the Delaware General Corporation Law.
3. Parent owns one hundred percent (100%) of the outstanding shares of each class of stock of ConnectInc.com, Co., a corporation incorporated in California on April 7, 1987 under the name Connect, Inc. and was reincorporated in Delaware on May 20, 1996 pursuant to the Delaware General Corporation Law.
4. Parent, by the following resolutions of its Board of Directors, duly adopted at a duly held meeting on November 19, 2001, resolved to merge Connect Inc.com, Co., 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 ConnectInc.com, Co., a Delaware corporation ("Connect");

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 Connect 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 Connect, its subsidiary, into itself and assume all obligations of Connect pursuant to Section 253 of the DGCL.

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 7th 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.