

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2006

CONVEYING PARTY DATA

Name	Execution Date
TRADEPOINT SOLUTIONS, INC.	12/20/2006

RECEIVING PARTY DATA

Name:	DEMANDTEC, INC.
Street Address:	1 Franklin Parkway, Building 910
City:	San Mateo
State/Country:	CALIFORNIA
Postal Code:	94403

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	10997371

CORRESPONDENCE DATA

Fax Number: (925)736-3974
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 925-570-8198
 Email: garcia.loretta@gmail.com
 Correspondent Name: Kang S. Lim
 Address Line 1: 3494 Camino Tassajara Road, #436
 Address Line 4: Danville, CALIFORNIA 94506

ATTORNEY DOCKET NUMBER:	DT-0401
NAME OF SUBMITTER:	Kang S. Lim

Total Attachments: 4
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**PATENT
 REEL: 024017 FRAME: 0571**

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, WHICH MERGES:

"TRADEPOINT SOLUTIONS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "DEMANDTEC, INC." UNDER THE NAME OF "DEMANDTEC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2006, AT 6:46 O'CLOCK P.M.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5302559

DATE: 12-21-06

PATENT
REEL: 024017 FRAME: 0573

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TRADEPOINT SOLUTIONS, INC.

WITH

DEMANDTEC, INC.

Pursuant to section 253 of the
General Corporation Law of the State of Delaware

DemandTec, Inc. (the "Company"), a corporation organized and existing under the General Corporation Laws of the State of Delaware (the "DGCL"),

DOES HEREBY CERTIFY:

FIRST: That this corporation owns all of the outstanding shares of TradePoint Solutions, Inc., a corporation organized and existing under the General Corporation Law of the State of California (the "CGCL").

SECOND: That this corporation, by the following recitals and resolutions of its Board of Directors, duly adopted at a telephonic meeting on the 20th day of December, 2006, determined to merge TradePoint Solutions, Inc. into itself on the terms and conditions set forth in such recitals and resolutions:

WHEREAS, the Company acquired all of the outstanding stock of TradePoint Solutions, Inc., a California corporation ("TradePoint"), pursuant to the Agreement and Plan of Merger and Reorganization among the Company, TradePoint, TP Acquisition Corp., a California corporation ("Merger Sub") and Charles Magowan, as Shareholders' Representative, pursuant to which, inter alia, (i) Merger Sub merged with and into TradePoint (the "Initial Merger") and (ii) the Company owns all of the outstanding stock of

TradePoint such that TradePoint became a wholly-owned subsidiary of the Company; and

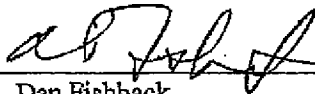
WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to merge TradePoint with and into the Company pursuant to Section 253 of the DGCL and Section 1110 of the CGCL.

NOW, THEREFORE, BE IT, RESOLVED, that effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, or at such later time as set forth in such Certificate of Ownership and Merger, the Company shall merge TradePoint into the Company pursuant to Section 253 of the DGCL and Section 1110 of the CGCL and shall thereby assume all of the obligations of TradePoint; and

RESOLVED, that the proper officers of the Company be, and they hereby are, authorized and directed (i) to make, execute and file with the Secretary of State of the State of Delaware and with the Secretary of State of the State of California a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge TradePoint into the Company and to assume the obligations of TradePoint and setting forth the date of adoption of such resolutions, (ii) to determine the effective time of such merger and Certificate of Ownership and Merger, and (iii) to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect such merger.

IN WITNESS WHEREOF, said DemandTec, Inc. has caused this certificate to be signed by Dan Fishback, its Chief Executive Officer this 20th day of December, 2006.

DEMANDTEC, INC.

By: 
Dan Fishback
Chief Executive Officer

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