

FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027

MKD 7-20-98

07-31-1998

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



U.S. Patent & TMO's/TM Mail Rcpt. Dt. #10



07-20-1998

100781804
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- 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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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

07/29/1998 TTON11 00000180 73250170

01 FC:481

40.00 CP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, 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 DOCUMENTS 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

TRADEMARK
REEL: 1762 FRAME: 0031

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name
Address (line 1)
Address (line 2)
Address (line 3)
Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name
Address (line 1)
Address (line 2)
Address (line 3)
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)

Trade Application Number(s)

Registration Number(s)

<input type="text" value="75/250,170"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>
<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>
<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>	<input type="text" value="XXX"/>

Number of Properties Enter the total number of properties involved.

#

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

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(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 deposit account are authorized, as indicated herein.

Christine Hooley
Name of Person Signing

Christine Hooley
Signature

7/17/98
Date Signed

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176(4) of the *Business Corporations Act* on the date set out below. A) *Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

Check A or B	Cocher A ou B
-----------------	------------------

- B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below. B) *Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
BACKWEB CANADA INC.	1244604	June 30, 1997
LANACOM INC.	1194146	July 2, 1997

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercises. *Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue. *Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre:*

The corporation is authorized to issue:

- (i) an unlimited number of shares of a class designated common shares; and
- (ii) an unlimited number of shares of a class designated Class A shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which is to be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

Provisions Attaching to Common Shares

The common shares in the capital of the corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

Dividends

Subject to the prior rights of the holders of any shares ranking senior to the common shares with respect to priority in the payment of dividends, the holders of common shares shall be entitled to receive dividends and the corporation shall pay dividends thereon, as and when declared by the board of directors of the corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the common shares shall be declared and paid in equal amounts per share on all common shares at the time outstanding.

Dissolution

In the event of the dissolution, liquidation or winding-up of the corporation, whether voluntary or involuntary, or any other distribution of assets of the corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the exchangeable non-voting shares and to any other shares ranking senior to common shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the common shares shall be entitled to receive the remaining property and assets of the corporation ratably with the holders of the common shares.

Voting Rights

The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the corporation and shall have one vote for each common share held at all meetings of the shareholders of the corporation, except for meetings at which only holders of another specified class or series of shares of the corporation are entitled to vote separately as a class or series.

Provisions Attaching to Class A Shares

The Class A shares in the capital of the corporation shall have attached thereto the following, rights, privileges, restrictions and conditions:

Dividends

Subject to the prior rights of the holders of any shares ranking senior to the Class A shares with respect to priority in the payment of dividends, the holders of Class A shares shall be entitled to receive dividends and the corporation shall pay dividends thereon, as and when declared by the board of directors of the corporation out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine and all dividends which the directors may declare on the Class A shares shall be declared and paid in equal amounts per share on all Class A shares at the time outstanding.

Dissolution

In the event of the dissolution, liquidation or winding-up of the corporation, whether voluntary or involuntary, or any other distribution of assets of the corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the exchangeable non-voting shares and to any other shares ranking senior to the Class A shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Class A shares shall be entitled to receive the remaining property and assets of the corporation ratably with the holders of the common shares.

Voting Rights

Except where specifically provided by the *Business Corporations Act* (Ontario), the holders of the Class A shares shall not be entitled to receive notice of or to attend meetings of the shareholders of the corporation and shall not be entitled to vote at any meeting of shareholders of the corporation. The holders of the Class A shares are not entitled to vote separately as a class upon any proposal to amend the articles of the corporation to effect an exchange, reclassification or cancellation of the Class A shares or to create a new class of shares equal or superior to the Class A shares, except in the case of a series under section 25 of the *Business Corporations Act* (Ontario).

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes:*

The right to transfer shares of the corporation shall be restricted in that no shares shall be transferred without either:

(a) the consent of the directors of the corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or

(b) the consent of the holder or holders of shares of the corporation to which are attached at least a majority of the votes attached to all shares of the corporation for the time being outstanding carrying a voting right either under all circumstances or under circumstances that have occurred and are continuing, expressed by resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

Notwithstanding the previous paragraph, a holder may transfer shares of the corporation to a "related person" (as defined in the *Business Corporations Act* (Ontario)) of such holder, provided that written notice of such proposed transfer is given to the corporation at least 10 days prior to the proposed transfer date and the proposed transferee agrees, in form satisfactory to the corporation, to assume all obligations of the holder under any agreements with shareholders of the corporation.

10. Other provisions, (if any):

(1) The number of shareholders of the corporation, exclusive of persons who are in the employment of the corporation and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(2) Any invitation to the public to subscribe for any securities of the corporation is hereby prohibited.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A". *Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".*

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". *Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".*

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire. 6

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

BACKWEB CANADA INC.

by: Carolyn V. Owen
Chief Financial Officer

LANACOM INC.

by: [Signature]
President

SCHEDULE "A"

PART 1

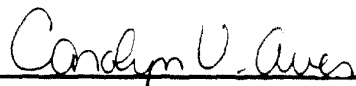
BACKWEB CANADA INC.

Statement of an Officer

I, CAROLYN AVER, the Chief Financial Officer of BACKWEB CANADA INC. (the "Corporation"), hereby state that:

- (a) There are reasonable grounds for believing that:
 - (i) each of the Corporation and Lanacom Inc. and, upon the amalgamation thereof, the amalgamated corporation to be named BACKWEB CANADA INC. (the "Amalgamated Corporation") will be able to pay its liabilities as they become due, and
 - (ii) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
- (b) There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
- (c) No creditor has notified the Corporation that he, she or it objects to the amalgamation.

August 6
DATED ~~July~~ , 1997.



Carolyn Aver