

12-08-1998



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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 Change of Name
- Other

Effective Date
Month Day Year
03 06 98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
03 06 98

Name

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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Association
- Corporation
- Other

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.)

Citizenship/State of Incorporation/Organization

12/06/1998 SMITH 00000013 071907 2000206

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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: 1823 FRAME: 0298

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).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,080,206"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,107,770"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

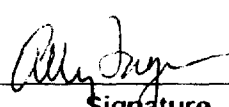
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

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.

Allyn Taylor, Esq. 

Name of Person Signing Signature Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"NETPHONIC COMMUNICATIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "GENERAL MAGIC, INC." UNDER THE NAME OF "GENERAL MAGIC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MARCH, A.D. 1998, AT 5:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2386010 8100M

981088244

AUTHENTICATION: 8960942

DATE: 03-09-98

TRADEMARK
REEL: 1823 FRAME: 0300

CERTIFICATE OF MERGER OF
NETPHONIC COMMUNICATIONS, INC.
INTO
GENERAL MAGIC, INC.

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), General Magic, Inc., a Delaware corporation, hereby certifies as set forth below:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
NetPhonic Communications, Inc.	Delaware
General Magic, Inc.	Delaware

2. An agreement and plan of reorganization (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

3. General Magic, Inc. is the surviving corporation of the merger (the "Surviving Corporation").

4. The Certificate of Incorporation of General Magic, Inc. in effect immediately prior to the effective time, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

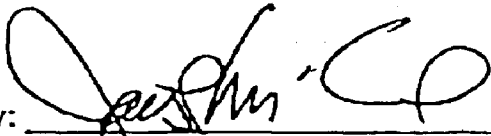
5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 420 North Mary Avenue, Sunnyvale, CA 94086.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The merger shall become effective immediately upon the filing of this certificate with the Secretary of State of Delaware in accordance with Sections 251 and 103 of the DGCL.

This certificate of merger has been executed, acknowledged and attested on
March 6th, 1998.

GENERAL MAGIC, INC.

By: 
James P. McCormick, Vice President,
Finance and Administration

Gray Cary Ware ▲ Freidenrich LLP

400 Hamilton Avenue, Palo Alto, CA 94301-1825

Phone 650-328-6561 Fax 650-327-3699 www.gcwf.com

ALLYN TAYLOR

Writer's Direct Dial: 650-833-2170
Internet: ataylor@gcwf.com
Our File No. 1070429-900242/900243.

December 2, 1998

EM523902608US

VIA EXPRESS MAIL

COMMISSIONER OF PATENTS AND TRADEMARKS
Washington, D.C. 20231
Attn: Assignment Division

Re: Registrant: General Magic, Inc.

Trademark: WEB-ON-CALL
Registration No. and Date: 2,080,206, July 15, 1997

Trademark: WEB-ON-CALL
Registration No. and Date: 2,107,770, October 21, 1997

Dear Sir:

Enclosed for your recordation are the following documents regarding the transfer of ownership of the above trademark registrations:

1. Copy of a Certified Copy of the Certificate of Merger, merging NetPhonic Communications, Inc., a Delaware corporation, with and into General Magic, Inc., a Delaware corporation, under the name General Magic, Inc.;
2. Trademark Recordation Cover Sheet;
3. A self-addressed stamped postcard.

Please debit my firm's Deposit Account, No. 07-1907, for the required recordation fees. If there are any differences in the fee, please debit the aforementioned account. In the event that this account has insufficient funds, please debit our firm's Deposit Account No. 07-1896.

Please return the stamped postcard to the undersigned at our Palo Alto office.

SILICON VALLEY
PA\855217.1
1070429-900242/3

SAN DIEGO

SAN FRANCISCO

AUSTIN

LA JOLLA

IMPERIAL VALLEY

MEXICO

TRADEMARK
REEL: 1823 FRAME: 0303

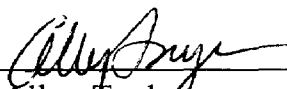
December 2, 1998

Page Two

I look forward to the return of the recorded assignment.

Very truly yours,

GRAY CARY WARE & FREIDENRICH LLP

By:  _____
Allyn Taylor

Enclosures.

cc: Elizabeth P. Alexander (w/o enclosures)

CERTIFICATE OF EXPRESS MAILING

I do hereby certify that this document is being deposited with the United States Postal Service as Express Mail on 12/2/98 in an envelope numbered

EM523902608US addressed to:

Commissioner of Patents and Trademarks
Washington D.C. 20231
Attn: Assignment Division

 _____
Signature