

01-15-1999



FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RECC



ET U

12-21-1998

U.S. Patent & TMO (e) Mail Report

Tab settings

100944314

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

meo 12-16-98

1. Name of conveying party(ies):

Network Engine, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Rapidstream, Inc.

Internal Address: 4010 Moorpark Avenue

Street Address: Suite 107

City: San Jose State: CA ZIP: 95117

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

3. Nature of conveyance:

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

Execution Date: August 18, 1998

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

A. Trademark Application No.(s)

75/490443

B. Trademark Registration No (s)

Additional numbers attached? Yes No

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

Andrew P. Bridges

Name: Joshua D. Thomas

Internal Address:

Wilson Sonsini Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

If fee insufficient, please charge:

8. Deposit account number:

23-2415 ATTN 20791-TM1001

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Joshua D. Thomas

Name of Person Signing

Joshua D. Thomas

Signature

12/16/98

Date

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

11

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

TRADEMARK REEL: 1840 FRAME: 0370

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF NETWORK ENGINE, INC.

2007 100
A 11111111111111111111

Vincent Liu and Carmen Chang certify that:

- 1. They are the President and Secretary, respectively, of Network Engine, Inc., a California corporation.
- 2. The Restated Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of this Corporation is RapidStream, Inc.

II

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

(a) The total number of shares of all classes of stock which the Corporation is authorized to issue is 26,000,000, consisting of 20,000,000 shares of Common Stock and 6,000,000 shares of Preferred Stock, all of which are designated as Series A Preferred Stock.

(b) A statement of the rights, preferences, privileges and restrictions granted to or imposed on the Preferred Stock and the holders thereof is as follows:

(1) Dividends. If, at any time the Board of Directors shall declare dividends, such dividends shall be distributed to the holders of the Common Stock and the Series A Preferred Stock of the Corporation in proportion to the number of shares of Common Stock which would be held by each such holder if all shares of Series A Preferred Stock were converted into Common Stock at the then effective Series A Conversion Price (as defined in paragraph 3(a) below). Such dividends shall not be cumulative and no right to such dividends shall accrue to the holders of the Common Stock or the Series A Preferred Stock unless declared by the Board of Directors.

(2) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, the amount of \$0.50 per share for each share of Series A Preferred Stock then held by them, and, in addition, an amount equal to all declared but unpaid dividends on the Series A Preferred Stock. If, upon occurrence of such event the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A Preferred Stock in proportion to the number of shares of Series A Preferred Stock held by each such holder. After payment has been made to the holders of the Series A Preferred Stock of the full amounts to which they shall be entitled as aforesaid, all remaining assets of the Corporation shall be distributed among all holders of Series A Preferred Stock and all holders of Common Stock in proportion to the number of shares of Common Stock which would be held by each such holder if all shares of Series A Preferred Stock were converted into Common Stock at the then effective Series A Conversion Price (as defined in paragraph 3(a) below), until the holders of Series A Preferred Stock shall have received \$1.50 per share.

After such payments shall have been made as aforesaid, all remaining assets of the Corporation shall be distributed among the holders of the Common Stock.

(b) For purposes of this section 2, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, and to include, the Corporation's sale of all or substantially all of its assets or the acquisition of this Corporation by another entity by means of merger or consolidation resulting in the exchange of the outstanding shares of this Corporation for securities or consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary or effect any other transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of, provided that this paragraph 2(b) shall not apply to a merger effected solely for the purpose of changing the domicile of the Corporation.

(3) Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert.

Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.50 (the "Series A Original Purchase Price") by the then applicable Series A Conversion Price, determined as hereinafter provided, in effect at the time of conversion. The price at which shares of Common Stock shall be deliverable upon conversion (the "Series A Conversion Price") shall initially be \$0.50 per share of Common Stock. Such initial Series A Conversion Price shall be subject to adjustment as hereinafter provided.

Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at (i) the then effective Series A Conversion Price, as applicable, immediately prior to the closing of a firm underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public at a price per share of not less than \$1.50 (as adjusted for stock splits, reverse stock splits and the like effected after the date on which the first share of Series A Preferred Stock is issued (the "Original Issue Date")) and with gross proceeds to the Company of more than \$5,000,000.00 or (ii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series A Preferred Stock.

(b) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional share to which a holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of the Common Stock as determined by the Board of Directors. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same. Such notice shall also state whether the holder elects, pursuant to paragraph 1 hereof, to receive declared but unpaid dividends on the Series A Preferred Stock proposed to be converted in cash, or to convert such dividends into shares of Common Stock at their fair market value as determined by the Board of Directors. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into a fractional share of Common Stock, and any declared but unpaid dividends on the converted Series A Preferred Stock which the holder elected to receive in cash. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date. If the conversion is in connection with an underwritten public offering of securities registered pursuant to the Securities Act of 1933, the conversion shall be conditioned upon the closing of such public offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to such closing.

(c) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the Series A Preferred Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, in addition to such other remedies as shall be available to the holders of Series A Preferred Stock, the Corporation will take such corporate actions as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes.

(d) Adjustments to Series A Conversion Price for Diluting Issues.

(i) Special Definitions. For purposes of this section 3, the following definitions shall apply:

(1) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities

(2) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock and Series A Preferred Stock) or other securities convertible into or exchangeable for Common Stock.

(3) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to paragraph 3(d)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

(A) upon conversion of shares of Series A Preferred Stock;

(B) to officers or employees of, or consultants to, the Corporation pursuant to a stock grant, option plan or purchase plan or other employee stock incentive program (collectively, the "Plans") approved by the Board of Directors; and

(C) as a dividend or distribution on Series A Preferred Stock and Common Stock.

(ii) No Adjustment of Series A Conversion Price: No adjustment in the applicable Series A Conversion Price of a particular share of Series A Preferred Stock shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Series A Conversion Price in effect on the date of, and immediately prior to such issue, for such share of Series A Preferred Stock.

(iii) Deemed Issue of Additional Shares of Common Stock. In the event the Corporation at any time or from time to time after the Original Issue Date shall issue any Options (except for Options issued pursuant to paragraph (3)(d)(i)(3)(B) above) or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that Additional Shares of Common Stock shall not be deemed to have been issued unless the consideration per share (determined pursuant to paragraph 3(d)(iv) hereof) of such Additional Shares of Common Stock would be less than the Series A Conversion Price in effect

on the date of and immediately prior to such issue, or such record date, as the case may be, and provided further that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) no further adjustment in the Series A Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase in the consideration payable to the Corporation, or decrease in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Series A Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities; and

(3) no readjustment pursuant to clause (2) above shall have the effect of increasing the Series A Conversion Price to an amount which exceeds the lower of (i) the Series A Conversion Price on the original adjustment date, or (ii) the Series A Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event this Corporation shall issue, at any time after the Original Issue Date Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to paragraph (3)(d)(iii)) without consideration or for a consideration per share less than the Series A Conversion Price in effect on the date of and immediately prior to such issue, then and in such event, such Series A Conversion Price shall be reduced, concurrently with such issue, to a price determined by multiplying such Series A Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock, Series A Preferred Stock, Options and Convertible Securities outstanding immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Series A Conversion Price; and the denominator of which shall be the number of shares of Common Stock, Series A Preferred Stock, Options and Convertible Securities outstanding immediately prior to such issue plus the number of such Additional Shares of Common Stock so issued

(v) Determination of Consideration. For purposes of this section 3(d), the consideration received by the Corporation for the issue of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property: Such consideration shall:

(A) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined by the Board of Directors in the good faith exercise of its reasonable business judgment; and

(C) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to paragraph (3)(d)(iii), relating to Options and Convertible Securities, shall be determined by dividing (x) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by (y) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(vi) Adjustments for Subdivisions, Combinations, or Consolidations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided or combined, by reclassification or otherwise, into a greater or lesser number of shares of Common Stock, the Series A Conversion Price in effect immediately prior to such subdivision or combination shall, concurrently with the effectiveness of such subdivision, combination or consolidation, be proportionately adjusted.

(vii) Stock Splits and Dividends. In the event the Corporation should at any time or from time to time after the Original Issue Date fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A Preferred Stock shall be appropriately decreased so that

the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding.

(viii) Reverse Stock Splits. If the number of shares of Common Stock outstanding at any time after the Original Issue Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in the carrying out of all the provisions of this section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Series A Conversion Price pursuant to this section 3, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Series A Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred Stock.

(4) Voting Rights.

(a) Voting Other than for Directors. Except as otherwise required by law, and as provided in subsection (b) below with respect to the election of directors, the holders of Series A Preferred Stock and the holders of Common Stock shall be entitled to notice of any shareholders' meeting and to vote as a single class upon any matter submitted to the shareholders for a vote, as follows: (i) each holder of Series A Preferred Stock shall have one vote for each full share of Common Stock into which its respective shares of Series A Preferred Stock would be convertible on the record date for the vote and (ii) each holder of Common Stock shall have one vote per share of Common Stock.

(b) Number of Directors and Voting for Directors. The holders of shares of Series A Preferred Stock, voting as a separate class, shall be entitled to elect two (2) directors, and the remaining director shall be elected by the holders of Common Stock. Any vacancy in the Board of Directors occurring because of the death, resignation or removal of a director elected by the holders of Series A Preferred Stock voting as a class shall be filled by the vote or written consent of the holders of the Series A Preferred Stock. Any vacancy occurring because of the death, resignation

or removal of a director elected by the vote of the Common Stock shall be filed by the vote or written consent of the holders of the Common Stock.

(5) Protective Provisions for the Preferred. In addition to any other rights provided by law, so long as any Preferred Stock shall be outstanding, this Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of greater than fifty percent (50%) of such outstanding shares of Preferred Stock voting together as a class:

(a) amend or repeal any provision of, or add any provision to, this Corporation's Articles of Incorporation if such action would alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Preferred Stock (including but not limited to adversely altering or changing the rights, preferences or privileges of the Preferred Stock, reclassifying or recapitalizing any of the capital stock, or increasing or decreasing the number of authorized shares of Preferred Stock);

(b) authorize or issue shares of any class of stock having any preference or priority as to dividends or assets superior to or on a parity with any such preference or priority of the Preferred Stock, or authorize or issue shares of stock of any class or any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of this Corporation having any preference or priority as to dividends or assets superior to or on a parity with any such preference or priority of the Preferred Stock;

(c) reclassify or recapitalize any Common Stock into shares having any preference or priority as to dividends or assets superior to or on a parity with any such preference or priority of the Preferred Stock;

(d) apply any assets of the Corporation to the redemption, retirement, purchase or other acquisition directly or indirectly, through subsidiaries or otherwise, of any shares of Common Stock except from employees of the Corporation upon termination of their status as such pursuant to an agreement containing vesting and/or repurchase provisions approved by the Board of Directors of this Corporation;

(e) effect any sale or other conveyance of all or substantially all of the assets of the Corporation, including any transaction in which more than fifty percent (50%) of the voting power of the Corporation is disposed of, or any consolidation or merger involving the Corporation that results in the exchange of outstanding shares of this Corporation for securities or consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary (except for a merger or consolidation in which the shareholders of this Corporation do not receive cash or securities and after the consummation of which the shareholders of this Corporation own more than five-sixths of the voting power of the surviving or acquiring corporation or parent party); or

(f) increase or decrease the authorized number of shares of Preferred Stock.

(6) Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted pursuant to section 3 hereof, the shares so converted shall be canceled and

shall not be issuable by the Corporation, and the Articles of Incorporation of this Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

IV

(a) Limitation of Directors' Liability. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) Indemnification of Corporate Agents. This Corporation is authorized to indemnify the directors and officers of the Corporation to the fullest extent permissible under California law.

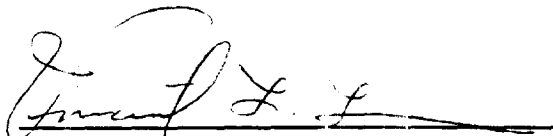
(c) Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

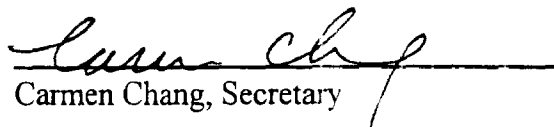
3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.

4. The foregoing Second Amended and Restated Articles of Incorporation have been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The total number of outstanding shares of the Corporation is 3,600,000 shares of Common Stock and 6,000,000 shares of Series A Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and Series A Preferred Stock.

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

IN WITNESS WHEREOF, the undersigned have executed this certificate in San Jose, California, this 15th day of August, 1998.


Vincent Liu, President


Carmen Chang, Secretary





LSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION

12-21-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #66

650 PAGE MILL ROAD
PALO ALTO CALIFORNIA 94304-1050
TELEPHONE 650-493-9300 FACSIMILE 650-493-6811
WWW.WSGR.COM

JOHN ARNOT WILSON
RETIRED

December 16, 1998

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS FEE
Office of Public Records
Crystal Gateway 4
Room 335
Washington, D.C. 20231

Re: Recordation of Applicant Name Change

Mark: RAPIDSTREAM
Serial No.: 75/490443
Applicant: Rapidstream, Inc.
(formerly Network Engine, Inc.)
Filing Date: May 26, 1998
Attorney Docket No.: 20791-TM1001

Dear Assistant Commissioner:

Enclosed for filing are a copy of a certified copy of "Second Amended and Restated Articles of Incorporation of Network Engine, Inc." and an executed Recordation Form Cover Sheet for the mark and application listed above. The applicant recently changed its name from Network Engine, Inc. to Rapidstream, Inc.

CERTIFICATE OF MAILING UNDER 37 C.F.R. §1.8(a)	
I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, on:	
_____ CAROL R. ZENGA Print Name	_____ DECEMBER 16, 1998 Date of Deposit
_____ <i>Carol R. Zenga</i> Signature	_____ DECEMBER 16, 1998 Date

TRADEMARK
REEL: 1840 FRAME: 0381

Box Assignment Branch Fee
Commissioner of Patents and Trademarks
December 16, 1998
Page 2

Also enclosed is a check made payable to "Commissioner of Patents and Trademarks" in the amount of \$40.00 for the recording of this applicant name change. The Commissioner is authorized to charge any additional fees which may be required, including extension fees, or credit any overpayment to Deposit Account No. 23-2415 ATTN: 20791-TM1001.

Please return the Assignment with the stamped reel and frame numbers to Joshua D. Thomas at the address shown below and please take note that all correspondence regarding the enclosed Assignment and the related application should be directed to:

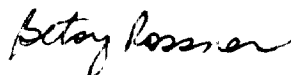
Andrew P. Bridges
John C. Nishi
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

I would appreciate your acknowledging receipt of the attached document, Recordation Form Cover Sheet, and filing fee by stamping the enclosed post card with the date received and returning it to me.

Thank you for your attention to this matter.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



Betsy Rossner
Senior Legal Assistant

Enclosures

cc: Andrew P. Bridges (w/encl.)
Joshua D. Thomas (w/o encl.)

FILED IN BRANPTON APIDSTR.AST (5P1)

RECORDED: 12/16/1998

TRADEMARK
REEL: 1840 FRAME: 0382