

12-29-1999

REC

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



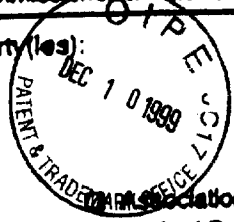
101233618

FORM PT 2-1984
Rev. 1-87
OMB No. 3010-0111 (Rev. 4-94)

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

1. Name of conveying party(ies):
 BELL CANADA
 2-19-99
 Individual(s)
 General Partnership
 Corporation
 Other
 State: _____ Country: Canada
 Limited Partnership
 Additional name(s) of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies)
 Name: MPACT Immedia Corporation
 Internal Address: Suite 2250
 Street Address: 1155 Rene-Levesque Blvd. West
 City: Montreal State: _____ ZIP: _____
 Quebec Canada H3B 4T3
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation
 State: _____ Country: Canada
 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
 Security Agreement
 Other _____
 Merger
 Change of Name
 Execution Date: August 31, 1998

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

A. Trademark Application No.(s)
 75/028,575

B. Trademark Registration No.(s)
 2,280,219

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Katherine G. Schmidt
 Internal Address: _____
 Dennison, Meserole, Scheiner & Schultz
 Suite 612
 Street Address: 1745 Jefferson Davis Highway
 City: Arlington, State: VA ZIP: 22202
 12/28/1999 DNGUYEN 00000304 75028575

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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

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.
 Katherine Greene Schmidt
 Name of Person Signing
 Signature: Katherine G. Schmidt
 Date: December 6, 1999
5

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

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of
(by assignment):

MPACT Immedia Corporation

Mark: AUTOLINK

Serial No. 74/736,975

(now Registration No. 2,280,219)

Date of filing: August 31, 1995

Date of registration: September 28, 1999

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Sir:

The undersigned hereby appoints Donald L. Dennison,
Esq., of the firm of

Dennison, Meserole, Scheiner & Schultz
612 Crystal Square 4
1745 Jefferson Davis Highway
Arlington, Virginia 22202

as its representative in the United States, to prosecute the
application to register, to transact all business in the
Patent and Trademark Office in connection therewith, and to
receive the Certificate of Registration.

Date: 11/29/99 By: Monique Mercier

Printed Name: Monique MERCIER

Title: Senior Vice President, Law
& Corporate Secretary

LAW OFFICES
DENNISON, MESEROLE, SCHEINER & SCHULTZ
612 CRYSTAL SQUARE 4
1745 JEFFERSON DAVIS HIGHWAY
ARLINGTON, VIRGINIA 22202-3513

703 418-1128

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of *
 (by assignment): *
 *
 MPACT Immedia Corporation *
 *
 Mark: **COMMERCEPLUS** *
 *
 Serial No. 75/028,575 *
 *
 Date of filing: December 6, 1995 *

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Assistant Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

Sir:

The undersigned hereby appoints Donald L. Dennison,
 Esq., of the firm of

Dennison, Meserole, Scheiner & Schultz
 612 Crystal Square 4
 1745 Jefferson Davis Highway
 Arlington, Virginia 22202

as its representative in the United States, to prosecute the
 application to register, to transact all business in the
 Patent and Trademark Office in connection therewith, and to
 receive the Certificate of Registration.

Date: 11/22/99 By: Monique Mercier

Printed Name: MONIQUE MERCIER

Title: Senior Vice President, Law
 and CORPORATE SECRETARY

LAW OFFICES
 DENNISON, MESEROLE, SCHEINER & SCHULTZ
 612 CRYSTAL SQUARE 4
 1745 JEFFERSON DAVIS HIGHWAY
 ARLINGTON, VIRGINIA 22202-3517

703 417-1155

**SCHEDULE 4.1 OF THE 'TRANSFERRED INTELLECTUAL PROPERTY AND
CONTRACTS UNDERTAKING BELL / MPACT (August 14, 1998)**

CONFIRMATORY ASSIGNMENT OF INTEREST

Between: **Bell Canada** a corporation incorporated under the laws of Canada and having its registered office at 1050 Beaver Hall Hill, Montréal, Québec, H2Z 1S4

(hereinafter referred to as "Bell")

And: **MPACT Immedia Corporation**, a corporation incorporated under the laws of Canada and having its registered office at 1155 René-Lévesque Blvd. West, Suite 2250, Montréal, Québec, H3B 4T3

(hereinafter referred to as "MPACT")

WHEREAS the parties have entered into a Merger Agreement on July 31, 1998 whereby Bell has agreed to sell to MPACT the Bell Emergis electronic commerce operations as defined in such agreement, effective on August 31, 1998 or such other date as the parties may agree in writing as the date upon which the closing shall take place which shall not be later than September 30, 1998 (the "Closing Date");

WHEREAS Bell is the owner of Canadian, American, European Union trade-marks, the registrations or applications thereof shown on the attached Appendix A (the "Trade-marks") together with the goodwill of the business attached to the wares or services in respect of which the Trade-marks are used;

WHEREAS it is the intention of Bell to transfer and assign the Trade-marks to MPACT, effective August 31, 1998 or any other Closing Date as defined in the Merger Agreement;

NOW, THEREFORE, IN CONSIDERATION OF THE MUTUAL PROMISES CONTAINED HEREIN, IT IS AGREED AS FOLLOWS:

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Bell has hereby sold, assigned and transferred to MPACT hereby has accepted, all its rights, titles and interests in Canada, the United States and the European Union in and to the Trade-marks. This Confirmatory Assignment of Interest and transfer being effective as of August 31, 1998 or any other Closing Date as defined in the Merger Agreement.

MPACT maintains the previous appointment in Canada for Lacourcière, Bolduc, Gilker, Laroche, whose full post office address is Bureau 4100, 1000 de La Gauchetière W, Montréal (Québec) H3B 5H8, Canada, as the firm to whom any notice in respect to the Canadian applications and registrations thereof may be sent and upon whom service of any proceedings in respect of the applications and registrations thereof may be given or served with the same effect as if they had been given to or served upon it.

MPACT maintains the previous appointment in United States for Dennison, Meserole, Pollack & Scheiner, whose full post office address is 612 Crystal Square 4, 1745 Jefferson Davis Highway, Arlington, Virginia 22202-3417, United States, as the firm to whom any notice in respect to the American applications and registrations thereof may be sent and upon whom service of any proceedings in respect of the applications and registrations thereof may be given or served with the same effect as if they had been given to or served upon it.

MPACT maintains the previous appointment in the European Union for Cabinet Beau de Loménil, whose full post office address is 158 rue de l'Université, 75340 Paris Cedex 07, France, European Union, as the firm to whom any notice in respect of the European Union applications and registrations thereof may be sent and upon whom service to any proceedings in respect of the applications and registrations thereof may be given or served with the same effect as if they had been given to or served upon it.

MPACT maintains the previous appointment in Tunisia for Saba & Co., whose full post office address is P.O. Box 119420, Beirut, Lebanon, Tunisia, as the firm to whom any notice in respect to the Tunisian application and registration thereof may be sent and upon whom service of any proceedings in respect of the application and registration thereof may be given or served with the same effect as if they had been given to or served upon it.

IN WITNESS WHEREOF, the parties have executed this Confirmatory Assignment of Interest on the date appearing above.

Bell Canada

MPACT Immedia Corporation

Per: Marc Lacourcière

Per: W. Brian Edwards

Name: Marc Lacourcière

Name: W. BRIAN EDWARDS

Title: V.P. and General Counsel

Title: PRESIDENT and CEO

Date: AUGUST 31, 1998

Date: AUGUST 31, 1998

CONFIRMATORY ASSIGNMENT OF INTEREST BELL CANADA / MPACTAPPENDIX AAssigned Trade-marks

TRADE-MARK	APP. NUM	REG. NUM
RÉSONET	755330	496589
COMMERCEPLUS	784376	495339
COMMERCEPLUS	75/028,575	
AUTOLINX	74/736,975	2,280,219
DELTA FAX	772156	497601
AUTOLINX	776772	497746
TRAVELINX	815225	496221
TRAVELINX	75/211,399	
TRAVELINX	432435	
TRANSPORTATION TRACKPRO	846259	
TRANSPORTATION TRACKPRO	75/388,518	
DESTINATION GOLF	843746	
DESTINATION QUÉBEC	EE96.1460	EE96.1460
DESTINATIONQUÉBEC.COM	831234	

TRADEMARK

RECORDED: 12/10/1999

REEL: 002004 FRAME: 0703