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03-03-2000

Docket No.:



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101280307

To the Honorable Commissioner of Patents in

original documents or copy thereof.

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OPR/FINANCE

1. Name of conveying party(ies):  
1225322 Ontario Limited

2. Name and address of receiving party(ies):

Name: SoftQuad Software Inc.

Internal Address: Suite 400

Street Address: 161 Eglinton Avenue West

City: Toronto State: Ont ZIP: M4P1J5  
Canada

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Canada
- Other

Additional names(s) of conveying party(ies)  Yes  No

If assignee is not domiciled in the United States, a domestic designation is Attached  Yes  N  
(Designations must be a separate document from  
Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

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

Execution Date: April 9, 1999

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)  
75-507,163

B. Trademark Registration No.(s)  
2,047,382

Additional numbers  Yes  No

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

Name: Anne F. Downey, Esq.

Internal Address:

Jaeckle Fleischmann & Mugel, LLP

Street Address: 12 Fountain Plaza

City: Buffalo State: NY ZIP: 14202

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:

if deficiency, charge 10-0223

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(40.00 OP)  
25.00 OP

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.

Anne F. Downey, Esq.

Anne F. Downey

1-18-00

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

REEL: 002028 FRAME: 0992

**DESIGNATION OF DOMESTIC REPRESENTATIVE**

**Application/Registrant:** SoftQuad Software Inc.  
(formerly known as 1308870 Ontario Inc.)

**Address of Applicant/Registrant:** Suite 400  
161 Eglinton Avenue West  
Toronto, Ontario  
CANADA M4P 1J5

**Trademarks:**

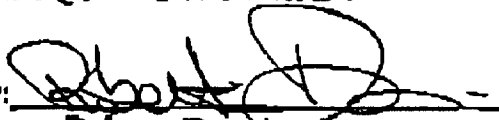
XMETAL	App. 75/452,208	- filed March 18, 1998
SOFTQUAD	App. 75/507,163	- filed June 23, 1998
SOFTQUAD HOTMETAL PRO	Reg. 2,047,382	- registered March 25, 1997
SMARTALERT	Reg. 2,057,803	- registered April 29, 1997
HOTMETAL	Reg. 2,293,826	- registered March 23, 1999
	(App. 75/400,724	- filed December 5, 1997)

**Designation:**

Applicant/Registrant hereby appoints Jaecle Fleischmann & Mugal, LLP, 12 Fountain Plaza, Buffalo, NY 14202-2292, as Applicant's/Registrant's domestic representative upon whom notices or process affecting the Trademarks may be served.

DATED: December 20 1999

SOFTQUAD SOFTWARE INC.

By:   
Roberto Drassinower  
President and CEO

## ASSIGNMENT AND QUITCLAIM

WHEREAS 1225322 Ontario Limited (formerly SoftQuad Inc.) (the "Assignor") is desirous of assigning the trade-marks described below to SoftQuad Software Inc. (the "Assignee").

NOW THEREFORE IN CONSIDERATION of the sum of One (\$1.00) Dollar and other good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged by the Assignor), the Assignor, the full post office address of whose principal office or place of business is Suite 1800, Box 754, 181 Bay Street, Toronto, Ontario, M5S 2T9, does hereby sell, assign, transfer and quitclaim unto the Assignee, the full post office address of whose principal office or place of business is 161 Eglinton Avenue East, Suite 400, Toronto, Ontario, M4P 1J5, all right, title and interest in and to the trade-marks owned by the Assignor, whether at common law or by registration, which are described in Schedule "A" attached hereto and any and all designs for each of them and any and all design marks incorporating one or more of the foregoing (the "Marks") used at any time by the undersigned, together with all goodwill of the Assignor accruing in respect thereof and the right to sue for any and all past infringements thereof and the right to apply for registration for trade-marks which are the same or likely to be confused with one or more of the Marks and to oppose such applications by others.

IN WITNESS WHEREOF the Assignor has executed this Assignment under seal as of this 9th of April, 1999.

1225322 ONTARIO LIMITED (formerly  
Softquad Inc.)

Per: \_\_\_\_\_

  
Authorized Signing Officer

Name: \_\_\_\_\_

(Please Print)

Position: \_\_\_\_\_

(Please Print)

SCHEDULE "A"

LIST OF MARKS

Item.	Trade-Mark	Country	Application No.	Registration No.
1.	SoftQuad	Canada	342,102	579,227
2.	SoftQuad HoTMetaL Pro	Canada	442,625	755,668
3.	SoftQuad HoTMetaL	Canada	442,626	755,668
4.	SoftQuad MetalWorks	Canada	792,328	
5.	Q and design	Canada	373,209	579,209
6.	SoftQuad	United States	75-507163	R000000
7.	SoftQuad HoTMetaL Pro	United States	75-044337	R2047382
8.	SoftQuad	United Kingdom		2058385
9.	SoftQuad Software	Worldwide		Unregistered
10.	SoftQuad (UK) Limited	Worldwide		Unregistered
11.	SoftQuad Inc.	Worldwide		

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