

TRADEMARK



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

1. Name of conveying party(ies):

Softquad Inc.

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

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

3. Nature of conveyance:

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

Execution Date: November 6, 1998

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

Name: 1308870 Ontario Inc.

Internal Address: Suite 400

Street Address: 161 Eglinton Avenue West

City: Toronto State: ON ZIP: M4P 1J5
CANADA

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Province of Ontario
- Other

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

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

A. Trademark Application No.(s)

75-400724

Additional numbers

B. Trademark Registration No.(s)

2057803

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

800 Fleet Bldg.

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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01 FC:481 40.00 OP
02 FC:482 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.

Name of Person Signing

Signature

1-18-00

Date

Total number of pages including cover sheet, attachments, and

6

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. 2,233,826	- 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 reference is made to the Asset and Share Purchase Agreement (the "Purchase Agreement") dated November 6, 1998 between SOFTQUAD INC. (the "Assignor"), SOFTQUAD INTERNATIONAL INC. and 1308870 ONTARIO INC. (the latter, together with its successors and assigns, collectively herein referred to as the "Assignee").

AND WHEREAS the Assignor is the amalgamated corporation of Carolian Systems Corporation ("Carolian") and Softquad Inc. pursuant to Articles of Amalgamation dated February 28, 1997;

NOW THEREFORE IN CONSIDERATION of the sum of Ten Dollars (\$10.00) 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 20 Eglinton Avenue West, 13th Floor, Toronto, Ontario, M4R 1K8, 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 FURTHER CONSIDERATION as aforesaid, the Assignor makes those representations and warranties in connection with the Marks as set out in Article 3 of the Purchase Agreement, including without limitation the representations and warranties set out in Sections 3.01(6) and 3.01(13) of the Purchase Agreement.

IN WITNESS WHEREOF the Assignor has executed this Assignment under seal
as of this 6th day of November, 1998.

SOFTQUAD INC.

Per:

 _____

Authorized Signing Officer

Name: _____
(Please Print)

Position: _____
(Please Print)

SCHEDULE "A"

Item.	Trade-Mark	Country	Application No.	Registration No.
1.	SMARTALERT (registered in the name of Carolian)	Canada	754,305	TMA442,623
2.	XMetaL Pro	Canada		Unregistered
3.	XMetaL	Canada	866,265	Advertised
4.	HoTMetaL Pro	Canada	863,178	TMA500,493
5.	HoTMetaL	Canada	863,177	Pending
6.	SMARTALERT (registered in the name of Carolian)	United States	-	R2057803
7.	XMetaL	United States	-	75-452,208
8.	HoTMetaL	United States	-	75-400,724
9.	XMetaL XmetaL	United Kingdom	2165180	Pending
10.	HoTMetaL	United Kingdom		2058383
11.	XMetaL	European (Country)	809541	Applied for
12.	HoTMetaL Application Server	Worldwide		Unregistered
13.	HoTMetaL APPS	Worldwide		Unregistered
14.	HoTMetaL Partner	Worldwide		Unregistered
15.	HoTMetaL Power Partner	Worldwide		Unregistered
16.	HoTMetaL QuickApps	Worldwide		Unregistered

17.	HoTMetal Power Parts	Worldwide	Unregistered
18.	HoTMetal PowerPak	Worldwide	Unregistered
19.	HoTMetal Personal Server	Worldwide	Unregistered
20.	Carolian	Worldwide	Unregistered
21.	SmartAgent	Worldwide	Unregistered

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