

08-27-2001

FORM PTO-1594
(Rev. 6-93)

RE



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks
thereof.

101823910

and the attached original documents or copy

1. Name of conveying party(ies): 8-2001
Janna Systems Inc.

Individual(s) Association

General Partnership Limited Partnership
 Corporation-Canadian
 Other _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
Other _____

Execution Date: March 1, 2001

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

Name: Siebel Systems Canada, Limited

Internal Address: _____

Street Address: 181 Bay Street, Suite 2100

City: Toronto State: Ontario, Canada ZIP M5J2T3

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-Canadian _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,141,216; 2,078,295; 2,120,883; 1,284,549;

1,170,513; 1,335,177

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Five Palo Alto Square

Street Address: 3000 El Camino Real

City: Palo Alto State: CA ZIP 94306-2155

6. Total number of applications and registration involved: 6

7. Total fee (37 CFR 3.41):.....
\$ 165.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
03-3118
(Attach duplicate copy of this page if paying by deposit account)

08/24/2001 GTD11 00000126 2141216
01 FC:481 40.00 DP
02 FC:482 125.00 DP

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.

Nels D. Jacobson 8-15-01
Nels D. Jacobson Date

Total number of pages including cover sheet, attachments, and document: 19

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

Certificate of Mailing: #

I hereby certify that this correspondence is being deposited with the United States Postal Service as Express Mail, postage prepaid in an envelope addressed to: Box NO FEE, Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

Julie Altman

(Name)

8/16/01

(Date)

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assistant Commissioner for Trademarks
Box NO FEE
2900 Crystal Drive
Arlington, Virginia 22202-3513

**GENERAL REVOCATION OF POWER OF ATTORNEY
AND DOMESTIC REPRESENTATIVE
AND APPOINTMENT OF NEW ATTORNEY AND DOMESTIC REPRESENTATIVE**

Applicant, Siebel Systems Canada, Limited, hereby revokes all previous powers of attorney and appointments of domestic representatives with regard to the registrations on the attached Schedule A, and appoints Nels D. Jacobson, Anne H. Peck, Janet L. Cullum, and Todd S. Bontemps, Cooley Godward LLP, Attorneys at Law, Five Palo Alto Square, 3000 El Camino Real, Palo Alto, California 94306-2155, to maintain and prosecute the registrations on the attached Schedule A, and to transact all business in the Patent and Trademark Office in connection therewith including receiving the Certificates of Registration, and affidavit of use and renewal notifications.

Applicant requests that all correspondence be directed to the following person. This person is designated as the domestic representative upon whom may be served notices of process

in proceedings affecting the registrations on the attached Schedule A:

Nels D. Jacobson, Esq.
COOLEY GODWARD LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306-2155
Telephone: (650) 843-5000

Respectfully submitted,

Siebel Systems Canada, Limited,
a Canadian Corporation

Date: 5/9/01

By: 
Jeffrey T. Amann
Secretary



For Ministry Use Only
 Ministère de la Consommation
 Consumer and Commercial Relations
CERTIFICATE
 This is to certify that these
 articles are effective on

Ministère de
 la Consommation
 et du Commerce
CERTIFICAT
 Ceci certifie que les présents
 status entrent en vigueur le

Ontario Corporation Number
 Numéro de la compagnie en Ontario

1466011

1.

MARCH 01 MARS, 2001

Director / Directrice
 Business Corporations Act / Loi sur les sociétés par actions

Form 4
 Business
 Corporations
 Act

Formule
 numéro 4
 Loi sur les
 compagnies

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

S	I	E	B	E	L		S	Y	S	T	E	M	S		C	A	N	A	D	A	,		L	I	M	I	T	E	D	
/	S	Y	S	T	E	M	S		S	I	E	B	E	L		C	A	N	A	D	A	,		L	I	M	I	T		
E	E																													

2. The address of the registered office is: *Adresse du siège social:*

181 Bay Street, Suite 2100

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
 (Rue et numéro, ou numéro de la R.R. et, s'il s'agit édifice à bureaux, numéro du bureau)

Toronto, Ontario

M 5 J 2 T 3

(Name of Municipality or Post Office) (Postal Code/Code postal)
 (Nom de la municipalité ou du bureau de poste)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum 1 - maximum 7

4. The director(s) is/are: *Administrateur(s):*

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Edward P. Kerwin	Suite 4700, 66 Wellington Street West, Toronto-Dominion Bank Tower, Toronto, Ontario M5K 1E6	Yes
G. Blair Cowper-Smith	Suite 4700, 66 Wellington Street West, Toronto-Dominion Bank Tower, Toronto, Ontario M5K 1E6	Yes
Paul J. Gifford	2207 Bridgepointe Parkway, San Mateo, California 94404 U. S. A.	No

5. (A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.



Check Cocher
A or B A ou B



(B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
SIEBEL SYSTEMS CANADA, LIMITED/SYSTEMES SIEBEL CANADA, LIMITEE	1456877	February <u>28</u> , 2001
JANNA SYSTEMS INC.	1381797	February <u>28</u> , 2001
THE INFORMATION ATRIUM INC.	1096337	February <u>28</u> , 2001

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

Limites, s'il y a lieu, imposées aux activités commerciales³ ou aux pouvoirs de la compagnie.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

An unlimited number of common shares; and
an unlimited number of preference shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série.* 4.

1. The rights, privileges, restrictions and conditions attaching to the common shares of the Amalgamated Corporation are as follows:

(a) Payment of Dividends: The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.

(b) Participation upon Liquidation, Dissolution or Winding Up: In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.

(c) Voting Rights: The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings.

2. The rights, privileges, restrictions and conditions attaching to the preference shares of the Amalgamated Corporation are as follows:

(a) Series: The preference shares may at any time or from time to time be issued in one or more series. The board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of preference shares.

(b) Preference as to Dividends and Participation on Liquidation: The preference shares shall be entitled to priority over the common shares and all other shares ranking junior to the preference shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

(c) Voting Rights: The holders of the preference shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the preference shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:* 5.

The right to transfer shares in the capital of the Amalgamated Corporation shall be restricted in that no share of the Corporation shall be transferred without the express consent of the Amalgamated Corporation expressed by (i) the votes of the holders of a majority of the common shares outstanding in the capital of the Amalgamated Corporation at a meeting of the shareholders or (ii) an instrument or instruments in writing signed by the holders of a majority of the common shares outstanding in the capital of the Amalgamated Corporation.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu:

- (a) The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares will be counted as one shareholder.
- (b) Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.
- (c) No action of the board of directors of the Amalgamated Corporation shall be effective without the consent of all of the directors expressed at a meeting of the directors or by an instrument(s) in writing signed by all of the directors.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A"

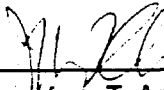
12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

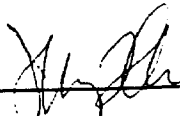
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

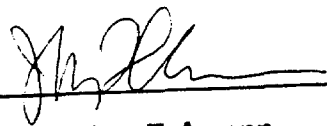
SIEBEL SYSTEMS CANADA LIMITED/
SYSTEMES SIEBEL CANADA, LIMITEE

Per: 
Jeffrey T. Amann
Secretary

JANNA SYSTEMS INC.

Per: 
Jeffrey T. Amann
Secretary

THE INFORMATION ATRIUM INC.

Per: 
Jeffrey T. Amann
Secretary

Schedule "A"

SIEBEL SYSTEMS CANADA, LIMITED

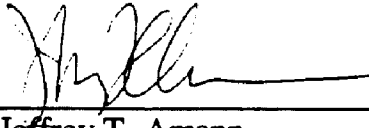
Statement

I, Jeffrey T. Amann, the Secretary of Siebel Systems Canada, Limited (the "Corporation"), refer to the proposed amalgamation of the Corporation, Janna Systems Inc. ("Janna") and The Information Atrium Inc. ("Information Atrium") and hereby state, for and on behalf of the Corporation and not in my personal capacity, that:

1. There are reasonable grounds for believing that:
 - (1) each of the Corporation, Janna and Information Atrium is able to pay its liabilities as they become due;
 - (2) the corporation continuing from the amalgamation of the Corporation, Janna and Information Atrium (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (3) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (4) no creditor of the Corporation, Janna or Information Atrium will be prejudiced by the said amalgamation.

2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED February 28, 2001.

HJS 

Jeffrey T. Amann
Jeffrey T. Amann
Secretary

JANNA SYSTEMS INC.

Statement

I, Jeffrey T. Amann, the Secretary of Janna Systems Inc. (the "Corporation"), refer to the proposed amalgamation of the Corporation with Siebel Systems Canada, Limited ("Siebel Canada") and The Information Atrium Inc. ("Information Atrium") and hereby state, for and on behalf of the Corporation and not in my personal capacity, that:

1. There are reasonable grounds for believing that:
 - (1) each of the Corporation, Siebel Canada and Information Atrium is able to pay its liabilities as they become due;
 - (2) the corporation continuing from the amalgamation of the Corporation, Siebel Canada and Information Atrium (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (3) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (4) no creditor of the Corporation, Siebel Canada or Information Atrium will be prejudiced by the said amalgamation.

2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED February 28, 2001.

#53 

Jeffrey T. Amann
Jeffrey T. Amann
Secretary

THE INFORMATION ATRIUM, INC.

Statement

I, Jeffrey T. Amann, the Secretary of The Information Atrium Inc. (the "Corporation"), refer to the proposed amalgamation of the Corporation, Siebel Systems Canada, Limited ("Siebel Canada") and Janna Systems Inc. ("Janna") and hereby state, for and on behalf of the Corporation and not in my personal capacity, that:

1. There are reasonable grounds for believing that:
 - (1) each of the Corporation, Siebel Canada and Janna is able to pay its liabilities as they become due;
 - (2) the corporation continuing from the amalgamation of the Corporation, Siebel Canada and Janna (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
 - (3) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (4) no creditor of the Corporation, Siebel Canada or Janna will be prejudiced by the said amalgamation.

2. No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED February 28, 2001.

#J3



Jeffrey T. Amann

Jeffrey T. Amann
Secretary

AMALGAMATION AGREEMENT

THIS AGREEMENT is made as of February 28, 2001

BETWEEN:

**SIEBEL SYSTEMS CANADA, LIMITED/SYSTEMES
SIEBEL CANADA, LIMITEE**, a corporation incorporated
under the laws of the Province of Ontario ("Siebel")

- and -

JANNA SYSTEMS INC., a corporation amalgamated under
the laws of the Province of Ontario ("Janna")

- and -

THE INFORMATION ATRIUM INC., a corporation
incorporated under the laws of the Province of Ontario
("Atrium").

WHEREAS Siebel was originally incorporated under the laws of the Province of Ontario by articles of incorporation effective December 24, 1996 and was amalgamated and continued under the laws of the Province of Ontario by articles of amalgamation effective January 1, 2001 and 100 common shares of Siebel are issued and outstanding as fully paid and non-assessable;

WHEREAS Janna was originally incorporated under the laws of the Province of Ontario by articles of incorporation effective October 19, 1990 and was amalgamated and continued under the laws of the Province of Ontario by articles of amalgamation effective November 1, 1999 and 18,884,272 common shares and no preference shares of Janna are issued and outstanding as fully paid and non-assessable;

WHEREAS Atrium was incorporated under the laws of the Province of Ontario by articles of incorporation effective October 21, 1994 and all of the issued and outstanding shares of Atrium are held by Janna; and

WHEREAS the parties hereto propose to amalgamate and continue as one corporation;

NOW THEREFORE THIS AGREEMENT WITNESSES that in consideration of the covenants and agreements herein contained the parties hereto agree as follows:

1. Siebel, Janna and Atrium shall amalgamate, pursuant to the provisions of the *Business Corporations Act* (Ontario), and continue as one corporation (hereinafter referred to as the "Amalgamated Corporation") upon and subject to the terms and conditions and in the manner hereinafter provided.

2. The name of the Amalgamated Corporation shall be Siebel Systems Canada, Limited in the English language and Systemes Siebel Canada, Limitee in the French language and the Amalgamated Corporation may use and be legally designated by either name.
3. The registered office of the Amalgamated Corporation shall be located in the City of Toronto, in the Province of Ontario and the address of the Amalgamated Corporation shall be 181 Bay Street, Suite 2100, Toronto, Ontario, M5J 2T3.
4. The number of directors of the Amalgamated Corporation shall be a minimum of one and a maximum of seven and the following three persons shall be the first directors:

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
Edward P. Kerwin	Suite 4700, Toronto-Dominion Bank Tower, 66 Wellington Street West, Toronto, Ontario M5K 1E6	yes
G. Blair Cowper-Smith	Suite 4700, Toronto-Dominion Bank Tower, 66 Wellington Street West, Toronto, Ontario M5K 1E6	yes
Paul J. Gifford	2207 Bridgepointe Parkway San Mateo, California 94404	no

5. There shall be no restrictions on the business the Amalgamated Corporation may carry on or on the powers the Amalgamated Corporation may exercise.
6. The Amalgamated Corporation shall be authorized to issue an unlimited number of common shares and an unlimited number of preference shares.
7. The rights, privileges, restrictions and conditions attaching to the common shares of the Amalgamated Corporation are as follows:
 - (a) **Payment of Dividends:** The holders of the common shares shall be entitled to receive dividends if, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the board of directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or concurrently with the holders of the common shares, the board of directors may in its sole discretion declare dividends on the common shares to the exclusion of any other class of shares of the Corporation.
 - (b) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the common shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive assets of the Corporation upon such a

distribution in priority to or concurrently with the holders of the common shares, be entitled to participate in the distribution. Such distribution shall be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.

- (c) **Voting Rights:** The holders of the common shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to 1 vote in respect of each common share held at all such meetings.

8. The rights, privileges, restrictions and conditions attaching to the preference shares of the Amalgamated Corporation are as follows:

Series: The preference shares may at any time or from time to time be issued in one or more series. The board of directors of the Corporation may from time to time before the issue thereof fix the number of shares in, and determine the designation, rights, privileges, restrictions and conditions attaching to the shares of, each series of preference shares.

Preference as to Dividends and Participation on Liquidation: The preference shares shall be entitled to priority over the common shares and all other shares ranking junior to the preference shares with respect to the payment of dividends and the distribution of assets of the Corporation in the event of any liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

Voting Rights: The holders of the preference shares shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation and shall not be entitled to vote at any such meeting. The holders of the preference shares shall, however, be entitled to notice of meetings of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation.

9. The right to transfer shares in the capital of the Amalgamated Corporation shall be restricted in that no share of the Amalgamated Corporation shall be transferred without the express consent of the Amalgamated Corporation expressed by (i) the votes of the holders of a majority of the common shares outstanding in the capital of the Amalgamated Corporation at a meeting of the shareholders or (ii) an instrument or instruments in writing signed by the holders of a majority of the common shares outstanding in the capital of the Amalgamated Corporation.

10. The issued and outstanding shares in the capital of each of Siebel and Janna shall, upon articles of amalgamation in respect of the amalgamation becoming effective, be converted into issued and outstanding and fully paid and non-assessable shares in the capital of the Amalgamated Corporation on the following bases:
 - (i) each of the 100 common shares in the capital of Siebel shall become 3,800 common shares in the capital of the Amalgamated Corporation; and
 - (ii) each of the 18,884,272 common shares in the capital of Janna shall become 0.5094 common shares in the capital of the Amalgamated Corporation.

After articles of amalgamation in respect of the amalgamation become effective, the holders of common shares of Siebel and Janna shall be entitled to receive certificates representing common shares of the Amalgamated Corporation on the bases aforesaid on presentation and surrender of the certificates representing common shares held by them at the registered office of the Amalgamated Corporation and shall, if requested by the Amalgamated Corporation, surrender the certificates representing common shares of Siebel or Janna for cancellation.

11. Upon the amalgamation becoming effective, the issued and outstanding shares of Atrium shall be cancelled without any repayment of capital in respect thereof, and such shares will not be converted into shares of the Amalgamated Corporation.
12. Pursuant to a plan of arrangement among Siebel Systems Inc., Janna, Siebel Janna Arrangement, Inc. ("ExchangeCo") and Janna Nova Scotia Sub Company ("Nova Scotia Co") effective November 15, 2000, ExchangeCo became, or was deemed to have become, the holder of 10,277,305 Janna common shares and Nova Scotia Co became, or was deemed to have become, the holder of 8,606,967 Janna common shares. If any former holder of Janna common shares with a United States registered address who was deemed for purposes of the said plan of arrangement to be not a Canadian Resident (as defined in the said plan of arrangement) subsequently tenders pursuant to the said plan of arrangement (i) a certificate for Janna common shares; and (ii) a letter of transmittal and election form certifying that such former holder is a Canadian Resident and desires to receive exchangeable shares of ExchangeCo, the number of common shares of Janna held by ExchangeCo and Nova Scotia Co in Janna as at the time immediately prior to the endorsement of a certificate of amalgamation upon articles of amalgamation in respect hereof will be deemed to have been adjusted as at such time to the extent required to give effect to such issue of exchangeable shares and, upon receipt of such evidence thereof as may be required by the Amalgamated Corporation together with the return of the certificates representing common shares of the Amalgamated Corporation that are held at such time by ExchangeCo and Nova Scotia Co, ExchangeCo and Nova Scotia Co, as the case may be, shall be entitled to receive certificates representing the number of common shares of the Amalgamated Corporation to which they are entitled on such adjusted basis.

13. Notwithstanding the foregoing, no fractional shares of common shares of the Amalgamated Corporation shall be issued in connection with the Amalgamation. No certificates for any such fractional shares shall be issued, and no consideration shall be paid in lieu of such fractional shares (after aggregating all fractional shares of common shares of the Amalgamated Corporation issuable to such holder).
14. The by-laws of Siebel shall, *mutatis mutandis*, be the by-laws of the Amalgamated Corporation, such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the *Business Corporations Act* (Ontario) relating to the making, amending and repealing of by-laws. A copy of such by-laws may be examined at 181 Bay Street, Suite 2100, Toronto, Ontario, M5J 2T3.
15. The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares will be counted as one shareholder.
16. Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.
17. No action of the board of directors of the Amalgamated Corporation shall be effective without the consent of all of the directors expressed at a meeting of the directors or by an instrument(s) in writing signed by all of the directors.
18. Each of the parties hereto may, by resolution of their respective directors, assent to any amendment or variation of this Agreement which the shareholders of the parties hereto may approve and the term "Agreement" as used herein shall include this Agreement as so amended or varied.
19. Notwithstanding the approval of this Agreement by the shareholders of either party hereto, the directors of such party may by resolution terminate this Agreement at any time prior to the endorsement of a certificate of amalgamation upon articles of amalgamation in respect hereof.

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IN WITNESS WHEREOF the parties have executed this Agreement as of the date first written above.

HJS **SIEBEL SYSTEMS CANADA,
LIMITED/SYSTEMES SIEBEL CANADA, LIMITEE**

Per: 


Jeffrey T. Amann
Secretary

HJS **JANNA SYSTEMS INC.**

Per: 

Jeffrey T. Amann
Secretary

HJS **THE INFORMATION ATRIUM INC.**

Per: 

Jeffrey T. Amann
Secretary

**General Revocation of Power of Attorney and
Appointment of New Attorney**

Schedule A

Mark	Reg. No./Date	Class
INFORIUM	2,141,216	9
LIVEPAGE	2,078,295	9
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