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OFFICE

102267672

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

1. Name of conveying party(ies): BackWeb Technologies, Inc. **FINANCE SECTION**
 707 OCT 25 AM 9:37
 10/28/02

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

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

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

Name: BackWeb Technologies Ltd.
 Internal Address: _____
 Street Address: 3 Abba Hillel Street, PO Box 3581
 City: Ramat Gan52136 State: Israel ZIP: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Israeli corporation

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 19, 2002

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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

See attached
Schedule A

Additional numbers attached? Yes No

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

Name: Aaron Hendelman
 Internal Address: _____

 Street Address: Wilson Sonsini Goodrich & Rosati
650 Page Mill Road
 City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and registrations involved: 6

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-2415 Attn: 17934-900 if fee insufficient
 (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.

Aaron Hendelman 10/21/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

10/30/2002 LNUELLER 00000132 2312314 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

01 FC:8521 40.00 DP
 02 FC:8522 125.00 DP

Schedule A

<u>Mark</u>	<u>Registration Number</u>
POLITE AGENT	2,312,314
POLITE	2,426,269
POLITE PROXY	2,489,919
POLITE NEIGHBORCAST	2,426,267
POLITE UPSTREAM	2,426,268
BACK WEB (AND DESIGN)	2,503,671

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of: BackWeb Technologies Ltd. (assignee);
 BackWeb Technologies, Inc. (original registrant)

Mark: POLITE AGENT

Registration No.: 2,312,314

Registration Date: January 25, 2000

Attorney Docket No.: 17934-TM1004

DESIGNATION OF DOMESTIC REPRESENTATIVE


Sir:

John L. Slafsky, Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road, Palo Alto, California 94304-1050, is hereby designated domestic representative with respect to the trademark registration identified above. All notices or process in proceedings affecting this registration and all correspondence relating to this registration may be served upon him.

Respectfully submitted,

BackWeb Technologies Ltd.

Dated: October 14, 2002


Name: Christopher C. Marshall
Title: Chief Accounting Officer

TRADEMARK ASSIGNMENT

WHEREAS, BackWeb Technologies, Inc., a corporation of the State of Delaware, located and doing business at 2077 Gateway Place, San Jose, CA, 95110, has adopted, is using, or intends to use the following trademarks, and is the owner of the following United States trademark registrations in the U.S. Patent and Trademark Office:

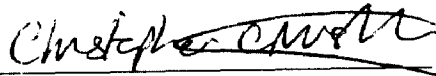
<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
POLITE NEIGHBORCAST	2,426,267	2/6/2001
POLITE UPSTREAM	2,426,268	2/6/2001
BACK WEB (AND DESIGN)	2,503,671	11/6/2001
POLITE AGENT	2,312,314	1/25/2000
POLITE	2,426,269	2/6/2001
POLITE PROXY	2,489,919	9/18/2001

WHEREAS, BackWeb Technologies Ltd., an Israeli corporation, located and doing business at 3 Abba Hillel Street, PO Box 3581, Ramat Gan 52136, Israel, desires to acquire the trademarks and their registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, BackWeb Technologies, Inc. hereby assigns to BackWeb Technologies Ltd. all right, title and interest in and to the trademarks and registrations, together with the goodwill of the business symbolized by the trademarks and registrations thereof.

Executed on September 19, 2002

BackWeb Technologies, Inc.



Name: Christopher C. Marshall

Title: Vice President, Finance