



07-02-2003



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FORM PTO-1594 (Rev. 6-93)

RECORD

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

<p>1. Name of conveying party(ies): TrueArc Corporation <u>6-27-03</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>Canada</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>November 27, 2002</u></p>	<p>2. Name and address of receiving party(ies): Name: <u>Documentum Records Management, Inc.</u> Internal Address: _____ Street Address: <u>1525 Carling Avenue, Suite 110</u> City: <u>Ottawa, Ontario</u> Country: <u>Canada</u> Zip: <u>K1Z 8R9</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation- <u>Canada</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76/288,516; 76/218,804; 75/914,591</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s)</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Cooley Godward LLP</u> Internal Address: _____ <u>Susan Mobley, Paralegal Specialist</u> Street Address: <u>One Freedom Square</u> <u>11951 Freedom Drive, Reston Town Center</u> City: <u>Reston</u> State: <u>VA</u> ZIP <u>20190-5656</u></p>	<p>6. Total number of applications and registrations involved: <u>3</u></p> <p>7. Total fee (37 CFR 3.41):. <u>\$90.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>03-3118</u> (Attach duplicate copy of this page if paying by deposit account)</p>
<p>DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature. <i>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.</i></p> <p style="text-align: center;"><u>Susan Mobley</u> <u>6/27/03</u> Susan Mobley Date</p> <p style="text-align: center;">Total number of pages including cover sheet, attachments, and document: 12</p>	

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

07/01/2003 DBYRME 00000201 76288516
01 FC:8521 40.00 DP
02 FC:8522 50.00 DP

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

Documentum Records Management Inc.

412701-3

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.



Director - Directeur

November 27, 2002 / le 27 novembre 2002

Date of Amalgamation - Date de fusion

Canada

1 - Name of the Amalgamated Corporation Denomination sociale de la société issue de la fusion
Documentum Records Management Inc

2 - The province or territory in Canada where the registered office is to be situated La province ou le territoire au Canada où se situera le siège social
Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
The annexed Schedule 1 is incorporated in this form.

4 - Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
The annexed Schedule 2 is incorporated in this form.

5 - Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs
A minimum of 1 and a maximum of 10 directors.

6 - Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu
None

7 - Other provisions, if any Autres dispositions, s'il y a lieu
The annexed Schedule 3 is incorporated in this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après
 183
 184(1)
 184(2)

9 - Name of the amalgamating corporations Dénomination sociale des sociétés fusionnantes	Corporation No N° de la société	Signature	Date	Title Titre
6027270 Canada Inc.	6027270	<i>Mark Lametta</i>	Nov 27/02	CEO
TrueArc Corporation	2435055	<i>B.W. ...</i>	Nov 27/02	CFO

For Departmental Use Only - À l'usage du ministère
 Corporation No. N° de la société **412 701-3**

Filed - Déposé **NOV 27 2002**



DOCUMENTUM RECORDS MANAGEMENT INC.
(the "Corporation")

The Corporation is authorized to issue an unlimited number of Common Shares, Class A Redeemable Preferred Shares and Class B Redeemable Preferred Shares.

COMMON SHARES

The Common Shares without nominal or par value in the capital of the Corporation (the "Common Shares"), as a class, shall have the following rights, privileges, restrictions and conditions:

1. Dividends

The holders of the Common Shares shall be entitled to receive, as and when properly declared by the board of directors of the Corporation, dividends on the Common Shares at any time outstanding, which dividends the directors may determine to declare and pay in any fiscal year of the Corporation.

2. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation for the purpose of winding up its affairs, the holders of the Common Shares shall be entitled to receive, subject to the prior rights of the holders of the Class A Shares and the Class B Shares, the remaining property and assets of the Corporation.

3. Voting Rights

At any and all meetings of the shareholders, the holders of the Common Shares of the Corporation shall be entitled to one (1) vote for each Common Share held by them.

4. Variation of Rights

Any amendment to the articles of the Corporation to delete or vary any right, privilege, restriction or condition attaching to the Common Shares or to create shares ranking in priority to or on a parity with the Common Shares, in addition to the authorization by special resolution, shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Common Shares duly called for that purpose.

CLASS A REDEEMABLE PREFERRED SHARES

The Class A Redeemable Preferred Shares without nominal or par value in the capital of the Corporation (the "Class A Shares"), as a class, shall have the following rights, privileges, restrictions and conditions:

1. Definitions:

- (a) "Business Day" means any day, other than a Saturday or Sunday, on which banks in Toronto, Ontario or Pleasanton, California are open for commercial banking business during normal banking hours.
- (b) "CBCA" means the *Canada Business Corporations Act*, R.S.C. 1985 c.C-44, as amended.
- (c) "Class A Holder" means any holder of any Class A Shares on the register of shareholders of the Corporation.
- (d) "Class A Shares" means the Class A Redeemable Preferred Shares without nominal or par value in the capital of the Corporation.
- (e) "Class B Shares" means the Class B Redeemable Preferred Shares without nominal or par value in the capital of the Corporation.
- (f) "Common Shares" means the Common Shares without par or nominal value in the capital of the Corporation.
- (g) "Corporation" means Documentum Records Management Inc.
- (h) "Liquidation Distribution" means a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.
- (i) "Master Agreement" means the Master Acquisition Agreement dated November 1, 2002 among TrueArc Corporation, 6027270 Canada Inc. and certain principal shareholders of TrueArc Corporation listed in the Master Agreement.
- (j) "Redemption Price" means, in respect of each Class A Share, the sum equal to (i) US\$1.8 million minus one-half of the amount set out on the Excess Expense Schedule provided in connection with the Master Agreement; divided by (ii) 8,094,693, being the number of the issued and outstanding Common Shares in the capital of TrueArc Corporation prior to its amalgamation with 6027270 Canada Inc., the payment of which Redemption Price shall be governed by the terms and conditions of the Master Agreement.

2. Ranking of Class A Shares

The Class A Shares shall be entitled to priority over the Common Shares and over any other shares in the capital of the Corporation ranking junior to the Class A Shares with respect to the distribution of assets in the event of a Liquidation Distribution; provided, however, that the Class A Shares shall rank *pari passu* with the Class B Shares with respect to the distribution of the assets of the Corporation in the event of a Liquidation Distribution. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class A Shares shall be entitled to receive in respect of each such share, *pari passu* with the holders of Class B Shares and before any distribution of any part of the assets of the Corporation among the holders of the Common Shares and any other class of shares in the capital of the Corporation ranking junior to the Class A Shares, an amount equal to the Redemption Price. After the payment, as provided herein, to the holders of the Class A Shares of the amount so payable, such holders of Class A Shares shall not be entitled to share in any further distribution of the property or assets of the Corporation.

3. Dividends

The holders of the Class A Shares shall not be entitled to receive any dividends on the outstanding Class A Shares.

4. Voting Rights

Subject to Article 5 hereof and except as otherwise required by law, the holders of Class A Shares are not entitled to receive notice of, nor to attend or vote at meetings of the shareholders of the Corporation.

5. Variation of Rights

Any amendment to the articles of the Corporation to delete or vary any right, privilege, restriction or condition attaching to the Class A Shares or to create shares ranking in priority to or *pari passu* with the Class A Shares, in addition to the authorization by special resolution, shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class A Shares duly called for that purpose.

6. Redemption

Subject to the CBCA, the Corporation shall redeem, at its registered office, on or before the first Business Day following the date that the Certificate of Amalgamation of the Corporation is issued by the Director under the CBCA, all of the Class A Shares registered in the name of each Class A Holder, without the consent of, and without notice to, the Class A Holder. In consideration for such redemption, the Corporation shall pay to the Class A Holder an amount equal to the Redemption Price multiplied by the number of Class A Shares that the Class A Holder holds. The number of Class A Shares held by the Class A Holder shall be determined according to the register of shareholders maintained by the Corporation. The payment of this redemption amount to the Class A Holder (a) shall be made by cheque, bank draft or wire transfer, at the sole option of the

Corporation; and (b) shall be deemed to be fulfilled upon, as the case may be, (i) the delivery by the Corporation or its designated agent of such cheque or bank draft by prepaid envelope to the address listed in the Corporation's shareholder register in respect of the Class A Holder; or (ii) the sending by the Corporation or its designated agent of a wire transfer by a transferor financial institution in accordance with wire transfer instructions provided by the Class A Holder in a letter of transmittal. Unless there shall have been a default in payment of the Redemption Price, from and after the close of business on the redemption date all rights of a Class A Holder of each applicable Class A Share redeemed on such date by reason of the ownership of such share will cease, except the right to receive the redemption price of each such share in accordance with the terms of the Master Agreement, and such share will not from and after such redemption date be deemed to be outstanding.

CLASS B REDEEMABLE PREFERRED SHARES

The Class B Redeemable Preferred Shares without nominal or par value in the capital of the Corporation (the "Class B Shares"), as a class, shall have the following rights, privileges, restrictions and conditions:

7. Definitions:

- (a) "Business Day" means any day, other than a Saturday or Sunday, on which banks in Toronto, Ontario or Pleasanton, California are open for commercial banking business during normal banking hours.
- (b) "CBCA" means the *Canada Business Corporations Act*, R.S.C. 1985 c.C-44, as amended.
- (c) "Class A Shares" means the Class A Redeemable Preferred Shares without nominal or par value in the capital of the Corporation.
- (d) "Class B Holder" means any holder of any Class B Shares on the register of shareholders of the Corporation.
- (e) "Class B Shares" means the Class B Redeemable Preferred Shares without nominal or par value in the capital of the Corporation.
- (f) "Common Shares" means the Common Shares without par or nominal value in the capital of the Corporation.
- (g) "Corporation" means Documentum Records Management Inc.
- (h) "Liquidation Distribution" means a distribution of assets of the Corporation among its shareholders arising on the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

- (i) **“Master Agreement”** means the Master Acquisition Agreement dated November 1, 2002 among TrueArc Corporation, 6027270 Canada Inc. and certain principal shareholders of TrueArc Corporation listed in the Master Agreement.
- (j) **“Redemption Price”** means, in respect of each Class B Share, the sum equal to (i) US\$1.8 million minus one-half of the amount set out on the Excess Expense Schedule provided in connection with the Master Agreement; divided by (ii) 1,626,697, being the number of the issued and outstanding First Preferred Shares in the capital of TrueArc Corporation prior to its amalgamation with 6027270 Canada Inc., the payment of which Redemption Price shall be governed by the terms and conditions of the Master Agreement.

8. Ranking of Class B Shares

The Class B Shares shall be entitled to priority over the Common Shares and over any other shares in the capital of the Corporation ranking junior to the Class B Shares with respect to the distribution of assets in the event of a Liquidation Distribution; provided, however, that the Class B Shares shall rank *pari passu* with the Class A Shares with respect to the distribution of the assets of the Corporation in the event of a Liquidation Distribution. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class B Shares shall be entitled to receive in respect of each such share, *pari passu* with the holders of Class A Shares and before any distribution of any part of the assets of the Corporation among the holders of the Common Shares and any other class of shares in the capital of the Corporation ranking junior to the Class B Shares, an amount equal to the Redemption Price. After the payment, as provided herein, to the holders of the Class B Shares of the amount so payable, such holders of Class B Shares shall not be entitled to share in any further distribution of the property or assets of the Corporation.

9. Dividends

The holders of the Class B Shares shall not be entitled to receive any dividends on the outstanding Class B Shares.

10. Voting Rights

Subject to Article 5 hereof and except as otherwise required by law, the holders of Class B Shares are not entitled to receive notice of, nor to attend or vote at meetings of the shareholders of the Corporation.

11. Variation of Rights

Any amendment to the articles of the Corporation to delete or vary any right, privilege, restriction or condition attaching to the Class B Shares or to create shares ranking in

priority to or *pari passu* with the Class B Shares, in addition to the authorization by special resolution, shall be authorized by at least two-thirds (2/3) of the votes cast at a meeting of the holders of the Class B Shares duly called for that purpose.

12. Redemption

Subject to the CBCA, the Corporation shall redeem, at its registered office, on or before the first Business Day following the date that the Certificate of Amalgamation of the Corporation is issued by the Director under the CBCA, all of the Class B Shares registered in the name of each Class B Holder, without the consent of, and without notice to, the Class B Holder. In consideration for such redemption, the Corporation shall pay to the Class B Holder an amount equal to the Redemption Price multiplied by the number of Class B Shares that the Class B Holder holds. The number of Class B Shares held by the Class B Holder shall be determined according to the register of shareholders maintained by the Corporation. The payment of this redemption amount to the Class B Holder (a) shall be made by cheque, bank draft or wire transfer, at the sole option of the Corporation; and (b) shall be deemed to be fulfilled upon, as the case may be, (i) the delivery by the Corporation or its designated agent of such cheque or bank draft by prepaid envelope to the address listed in the Corporation's shareholder register in respect of the Class B Holder; or (ii) the sending by the Corporation or its designated agent of a wire transfer by a transferor financial institution in accordance with wire transfer instructions provided by the Class B Holder in a letter of transmittal. Unless there shall have been a default in payment of the Redemption Price, from and after the close of business on the redemption date all rights of a Class B Holder of each applicable Class B Share redeemed on such date by reason of the ownership of such share will cease, except the right to receive the redemption price of each such share in accordance with the terms of the Master Agreement, and such share will not from and after such redemption date be deemed to be outstanding.

SCHEDULE 2 Annexed to the Articles of Amalgamation of

DOCUMENTUM RECORDS MANAGEMENT INC.

(the "Corporation")

No shares shall be transferred with the approval of:

(a) the directors of the Corporation, expressed by a resolution of the board of directors;

or

(b) the shareholders of the Corporation, expressed by a resolution of the shareholders.

SCHEDULE 3 Annexed to the Articles of Amalgamation of

DOCUMENTUM RECORDS MANAGEMENT INC.
(the "Corporation")

1. Immediately following the redemption of the Corporation's Class A Redeemable Preferred Shares and Class B Redeemable Preferred Shares, it shall be a condition of these Articles that the number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty (50), two (2) or more persons who are the joint registered owners of one (1) or more shares being counted as a single shareholder.
2. It shall be a condition of these Articles that any invitation to the public to subscribe for securities of the Corporation is prohibited.

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UNITED STATES DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

DESIGNATION OF DOMESTIC REPRESENTATIVE

Cooley Godward LLP, whose full post office address is Five Palo Alto Square, 3000 El Camino Real, Palo Alto, California, 94306-2155 U.S.A., is hereby designated as Documentum Records Management, Inc.'s representative upon whom notice or process in proceedings affecting the mark may be served.

COOLEY GODWARD LLP

June 25, 2003

Todd S. Bontemps

Todd S. Bontemps
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