

703-306-5995

Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
4170539 CANADA INC.
7 Laurier Street East
Montréal H2T 1E4 QUEBEC

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

2. Name and address of receiving party(ies)

Name: **Toon Boom Animation Inc.**

Internal Address: _____

Street Address: **7 Laurier Street East**

City: **Montréal** State: **QUEBEC** Zip: **H2T 1E4**

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **May 26, 2004**

4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) _____ B. Patent No.(s) **6,173,075 6,560,361**

Additional number(s) attached Yes No

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

Name: **Michael Bevilacqua, Esquire**

Internal Address: **Wilmer Cutler Pickering Hale and Dorr LLP**

Street Address: **60 State Street**

City: **Boston** State: **Massachusetts** Zip: **02109**

6. Total number of applications and patents involved:
TWO (2)

7. Total fee (37 CFR 3.41).....\$ **80.00**

Enclosed
 Authorized to be charged to deposit account

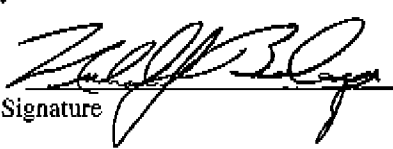
8. Deposit account number:
08-0219

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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.

Michael Bevilacqua, Esquire
Name of Person Signing


Signature

January 7, 2005
Date

Wilmer Cutler Pickering Hale and Dorr LLP Attorney Reference Number: **290.730.120**

Total number of pages including cover sheet, attachments, and document: **3**

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

Please return via FACSIMILE to:

Michael J. Bevilacqua, Esquire @ 617-526-5000

BOSTON 2324937v1

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PATENT

REEL: 015562 FRAME: 0819

CH \$80.00 080219 6173075



Industry Canada

Industrie Canada

**Certificate
of Amendment**
**Canada Business
Corporations Act**
**Certificat
de modification**
**Loi canadienne sur
les sociétés par actions**

TOON BOOM ANIMATION INC.

417053-9

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- | | | |
|---|-------------------------------------|--|
| a) under section 13 of the <i>Canada Business Corporations Act</i> in accordance with the attached notice; | <input type="checkbox"/> | a) en vertu de l'article 13 de la <i>Loi canadienne sur les sociétés par actions</i> , conformément à l'avis ci-joint; |
| b) under section 27 of the <i>Canada Business Corporations Act</i> as set out in the attached articles of amendment designating a series of shares; | <input type="checkbox"/> | b) en vertu de l'article 27 de la <i>Loi canadienne sur les sociétés par actions</i> , tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions; |
| c) under section 179 of the <i>Canada Business Corporations Act</i> as set out in the attached articles of amendment; | <input checked="" type="checkbox"/> | c) en vertu de l'article 179 de la <i>Loi canadienne sur les sociétés par actions</i> , tel qu'il est indiqué dans les clauses modificatrices ci-jointes; |
| d) under section 191 of the <i>Canada Business Corporations Act</i> as set out in the attached articles of reorganization; | <input type="checkbox"/> | d) en vertu de l'article 191 de la <i>Loi canadienne sur les sociétés par actions</i> , tel qu'il est indiqué dans les clauses de réorganisation ci-jointes; |

Director - Directeur

May 26, 2004 / le 26 mai 2004

Date of Amendment - Date de modification



Industry Canada Industrie Canada
 Canada Business Loi canadienne sur les
 Corporations Act sociétés par actions

FORM 4
ARTICLES OF AMENDMENT
(SECTIONS 27 OR 177)

FORMULAIRE 4
CLAUSES MODIFICATRICES
(ARTICLES 27 OU 177)

1 -- Name of the Corporation - Dénomination sociale de la société TOON BOOM ANIMATION INC. ANIMATION TOON BOOM INC.	2 -- Corporation No. - N° de la société 417053-9
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3 -- The articles of the above-named corporation are amended as follows: Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

Item 1 of the articles of incorporation be and is hereby deleted and replaced by the following :

Name of Corporation : TOON BOOM ANIMATION INC.

Signature	Printed Name - Nom en lettres moulées SCOTT DYER	4 -- Capacity of - En qualité de DIRECTOR	5 -- Tel. No. - N° de tél.
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 **MAY 28 2004**

IC 3069 (2003/06)

Canada

PATENT

RECORDED: 01/07/2005

REEL: 015562 FRAME: 0821