Form PTO 1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Pate... ...ed original documents or copy thereof.

1. Name of conveying party(ies):

Roadsoft Solutions Inc. 10.23.01

[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation-State
[X] Other Canadian Corporation

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

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

Name: **M3i SYSTEMS INC.**

Address: **1111 W. St-Charles St.,**
East Tower, 11th Floor
City: **Longueuil** State: **Quebec, Canada** Zip: **J4K 5G4**

[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[] Corporation-State
[X] Other Canadian Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: [X] Yes [] No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:

[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other

Execution Date: 16 July 2001

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

A. Trademark Applications

Mark	Serial No.

01/31/2002 GTON11 00000263 2100635
01 FC:481 40.00 OP
02 FC:482 25.00 OP

Additional numbers attached? [] Yes [X] No

B. Trademark Registrations

Mark	Reg. No.
ROADSOFT	2,100,635
ROADSOFT SOLUTIONS & Design	~~1,972,108~~

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....$65

[X] Enclosed

[] Authorized to be charged to deposit account

8. Deposit account number: 04-0100

(Attach duplicate copy of this page if paying by deposit account)

EXPRESS MAIL CERTIFICATE

Date 10/23/01 Label No. EL776772603US

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

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.

PAUL FIELDS
Name of Person Signing

Signature

October 23, 2001
Date

Total number of pages including cover sheet, attachments, and document: 2

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

ASSIGNMENT AND ACKNOWLEDGMENT

ASSIGNMENT

The undersigned, ROADSOFT SOLUTIONS INC., a corporation duly incorporated under the laws of the Province of Quebec, the full post office address of its head office and principal place of business is 1111 W. St-Charles St., East Tower, 11th Floor, Longueuil, Quebec, Canada J4K 5G4, does hereby assign and transfer to M3i SYSTEMS INC., a corporation duly incorporated under the laws of the Province of Quebec, the full post office address of its head office and principal place of business is 1111 W. St-Charles St., East Tower, 11th Floor, Longueuil, Quebec, Canada J4K 5G4, its successors and assigns, all of its rights, title and interest, including all the goodwill associated to the trademarks "ROADSOFT", registration number 2,100,635 and ROADSOFT SOLUTIONS & DESIGN, registration number 1,972,108, including all goodwill pertaining to the said trademarks.

EXECUTED at Longueuil, this 16th day of July, 2001.

ROADSOFT SOLUTIONS INC.

Per: Mario Poirier, Président

ACKNOWLEDGEMENT

The undersigned, M3i SYSTEMS INC., whose full post office address of its head office and principal place of business is 1111 W. St-Charles St., East Tower, 11th Floor, Longueuil, Quebec, Canada J4K 5G4, hereby accepts the above assignment and hereby appoints as its attorneys Paul Fields and Amanda Laura Nye, members of the Bar of the State of New York and Lucilles P. Nichols, a member of the Bar of the District of Columbia, with offices Darby & Darby P.C., 805 Third Avenue, New York, New York 10022 U.S.A., its attorneys to transact all business in the U.S. Patent Trademark Office connected with the above-mentioned trademarks.

EXECUTED at Longueuil, this 16th day of July, 2001.

M3i SYSTEMS INC.

Per: Mario Poirier, President and C.O.O.

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