

VIA FACSIMILE - 703-306-5995

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Our Ref.: 1680-134


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

<p>1. Name of conveying party(ies): Bank of Montreal</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State: <input checked="" type="checkbox"/> Other: <u>corporation of Canada</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Mediagrif Interactive Technologies Inc.</u> Internal Address: Address: Street Address: <u>1010, rue de Sérigny</u> <u>Bureau 400</u> City: <u>Longueuil</u> State: <u>Quebec</u> Zip: <u>J4K 5G7</u> Country: <u>CANADA</u></p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>corporation of Canada</u></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</p> <p>Designations must be a separate document from Assignment) Additional name/s & address/es attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>November 22, 2002</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) (1) <u>75/275,363 - MERX</u> (2) (3)</p> <p>B. Trademark Registration No.(s) (1) (2) (3)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Donna J. Bunton</u> Internal Address: Street Address: <u>Nixon & Vanderhye P.C.</u> <u>1100 North Glebe Road</u> <u>8th Floor</u> City <u>Arlington</u> State: <u>VA</u> Zip: <u>22201</u></p>
	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (\$7 CFR 3.41) \$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account #14-1140</p> <p>8. The Commissioner is hereby authorized to charge any deficiency, or credit any overpayment, in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.</p>

DO NOT USE THIS SPACE

9. Signature.

Donna J. Bunton  September 24, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 5

DJB:pav

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231
Fax: 703-306-5995

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark/Service Mark Application of:)	Atty. Ref. 1680-134
)	
Mediagrif Interactive Technologies Inc.)	
)	Rebecca L. Gilbert, Esq.
Serial No.: 75/275,363)	Trademark Attorney
)	Law Office 113
Filed: April 15, 1997)	Box 5
)	
Mark: MERX)	

DESIGNATION OF DOMESTIC REPRESENTATIVE

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

Sir:

Nixon & Vanderhye P.C., whose postal address is 1100 North Glebe Road, 8th Floor, Arlington, Virginia 22201-4714, and Larry S. Nixon, Robert A. Vanderhye, Arthur R. Crawford, James T. Hosmer, Robert W. Faris, Robert W. Adams, Richard G. Bessa, Mark E. Nusbaum, Michael J. Keenan, Bryan H. Davidson, Stanley C. Spooner, Robert A. Rowan, Leonard C. Mitchard, Duane M. Byers, Jeffry H. Nelson, Donna J. Bunton, John R. Lastova, H. Warren Burnam, Jr., Mary J. Wilson, Alan M. Kagen, Michael E. Crawford, Robert A. Molan, B. J. Sadoff, Updeep S. Gill, Jonathon T. Reavill, Michael J. Shea, Sheryl L. Scharmach, Michelle N. Lester, Frank P. Presta, Joseph S. Presta, Joseph A. Rhoa, Raymond Y. Mah, Chris Comuntzis, Gary R. Tanigawa, Paul T. Bowen and Willem F. Gadiano are designated as Mediagrif Interactive Technologies Inc.'s representatives on whom notices or processes in proceedings affecting the above-identified mark may be served.

Respectfully submitted,

Mediagrif Interactive Technologies Inc.

Date: Sept 24, 2004

By: Donna J. Bunton
Donna J. Bunton
Attorney for Applicant

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ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made this 2nd day of November, 2002 between Mediagrif Interactive Technologies Inc., ("Assignee") and Bank of Montreal ("Assignor").

WHEREAS the Assignor has adopted and used and is using or has applied to use the trademark "MERX" including, without limitation, as set forth on Schedule "1" attached hereto (collectively, the "Marks");

AND WHEREAS, pursuant to the terms of the Asset Purchase Agreement between the Assignee and Assignor of even date herewith (the "Asset Purchase Agreement"), the Assignor has agreed to assign the Marks to the Assignee, its successors, assigns and legal representatives;

NOW THEREFORE THIS ASSIGNMENT OF TRADEMARKS WITNESSES that Assignor acknowledges and agrees that for good and valuable consideration now paid by the Assignee to the Assignor at or before the execution and delivery of this Assignment of Trademarks (the receipt and sufficiency of which are hereby acknowledged), the Assignor assigns to the Assignee, all of its rights, title and interest in and to the Marks, together with: (i) all registrations of the Marks; (ii) all trademark applications for the Marks; (iii) the goodwill of the business symbolized by the Marks and all registrations or trademark applications of the Marks; and (iv) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present and future infringements or dilution of or damage or injury to the Marks or any registration or trademark application thereof or goodwill associated with the Marks.

AND the Assignor authorizes the issuance of any and all registrations or trademark applications for the Marks not already issued to and in favour of the Assignee, its successors, assigns and legal representatives.

AND the Assignor, on behalf of itself, its successors, assigns and legal representatives, hereby covenants and agrees, without further consideration, to do all such lawful acts and things and to execute such further lawful assignments, documents, assurances, applications or other instruments as reasonably may be required by the Assignee, its successors, assigns or legal representatives, to obtain any and all registration for the Marks and to vest the same in the Assignee, its successors, assigns or legal representatives.

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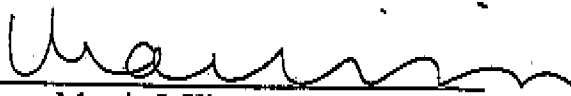
2.

AND this Assignment of Trademarks is made with the representations, warranties and covenants provided in the Asset Purchase Agreement.

IN WITNESS WHEREOF, the Assignor has caused this Assignment of Trademarks to be duly executed as of the date and year first written above.

THIS ASSIGNMENT is effective as of November *22nd*, 2002.

BANK OF MONTREAL

By: 
Name: Marnie J. Kinsley
Title: Executive Vice-President

By: 
Name: Sharon L. Sandall
Title: Senior Assistant Secretary

ACKNOWLEDGEMENT

The Assignee hereby acknowledges and accepts the above assignment from the Assignor.

Executed at Montreal, Quebec this day of November, 2002.

4023528 CANADA INC.

By: _____
Name: Alain Miquelon
Title: Vice-president, Finance

TRADEMARK

REEL: 002944 FRAME: 0782

SCHEDULE 1

1. The following trademarks and Canadian trademark applications:

Trademark Application: MERX

Filed: March 27, 1997

Application No.: 840703

More details of the application and opposition process are available at:

<http://strategis.ic.gc.ca/SSG/0840/trdp084070300e.html>

2. The following U.S. trademark application:

Trademark Application: MERX

Filed: April 15, 1997

Serial No.: 75275363

#1214209 v1 - LES comments on trade-mark assignment agreement