

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Curomax Canada Inc.		01/01/2008	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	DealerTrack Canada, Inc.		
Street Address:	2700 Matheson Blvd. East		
Internal Address:	Suite 700		
City:	Mississauga		
State/Country:	CANADA		
Postal Code:	L4W 4V9		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78908565	WHERE DEALERS AND LENDERS CLICK.	
Serial Number:	78908587	APPLIED. APPROVED. DONE!	
CORRESPONDENCE DATA			
Fax Number:	(212)355-3333		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-813-8800		
Email:	dbreitman@goodwinprocter.com		
Correspondent Name:	Dana Breitman		
Address Line 1:	599 Lexington Avenue		
Address Line 2:	Goodwin Procter LLP		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	104570145819		
DOMESTIC REPRESENTATIVE			

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Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Dana Breitman
Signature:	/danabreitman/
Date:	04/08/2008

Total Attachments: 10

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5. Check A or B
Cocher A ou B

A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

DEALERTRACK CANADA, INC.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i> Year / année Month / mois Day / jour
DEALERTRACK CANADA, INC.	1470650	2007 / 12 / 18
CUROMAX CANADA INC.	1728716	2007 / 12 / 18

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

N/A

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of one class of shares designated as common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

N/A

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No securities of the Corporation, other than non-convertible debt securities, shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :


none

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

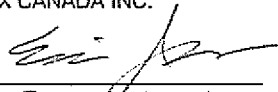
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.
Dénomination sociale des sociétés qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

DEALERTRACK CANADA, INC.

By: 
Name: *Eric D. Jacobs*
Title: *President*

CUROMAX CANADA INC.

By: 
Name: *Eric D. Jacobs*
Title: *President Secretary*


SCHEDULE "A"STATEMENT OF DIRECTOR OR OFFICER OF
DEALERTRACK CANADA, INC.

1. I, Eric Jacobs, am the President of DealerTrack Canada, Inc. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 18, 2007.


Name: Eric Jacobs
Title: President

SCHEDULE "A"


STATEMENT OF DIRECTOR OR OFFICER OF
CUROMAX CANADA INC.

1. I, Eric Jacobs, am the Secretary of Curomax Canada Inc. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 18, 2007.



Name: Eric Jacobs
Title: Secretary

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF

DEALERTRACK CANADA, INC.
(the "Corporation")Amalgamation with Curomax Canada Inc.

WHEREAS Curomax Canada Inc. and the Corporation are both wholly-owned subsidiaries of DealerAccess Inc. and it is desirable that the Corporation and Curomax Canada Inc. amalgamate pursuant to subsection 177(2) of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:

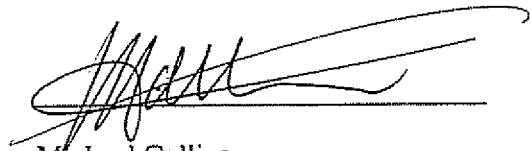
1. the amalgamation of the Corporation and Curomax Canada Inc. under the Act, pursuant to subsection 177(2) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of Curomax Canada Inc., including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of Curomax Canada Inc. shall be added to the stated capital of the Corporation;
3. the articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles and by-laws of the Corporation; and
4. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

* * * * *

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 18th day of December, 2007.



Mark F. O'Neil



Michael Collins

SCHEDULE "B"

RESOLUTION OF THE DIRECTORS

OF
 CUROMAX CANADA INC.
 (the "Corporation")

Amalgamation with DealerTrack Canada, Inc.

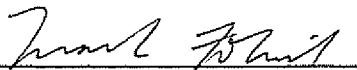
WHEREAS the Corporation and DealerTrack Canada, Inc. are both wholly-owned subsidiaries of DealerAccess Inc. and it is desirable that the Corporation and DealerTrack Canada, Inc. amalgamate pursuant to subsection 177(2) of the *Business Corporations Act* (Ontario) (the "Act");

RESOLVED THAT:


1. the amalgamation of the Corporation and DealerTrack Canada, Inc. under the Act, pursuant to subsection 177(2) thereof, is approved;
2. upon the endorsement of a certificate on the articles of amalgamation pursuant to section 178 of the Act, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof, and the stated capital of the Corporation shall be added to the stated capital of DealerTrack Canada, Inc.;
3. the articles of amalgamation and by-laws of the amalgamated corporation shall be the same as the articles and by-laws of DealerTrack Canada, Inc.; and
4. any director or officer of the Corporation is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of articles of amalgamation.

* * * * *

The foregoing resolution is hereby consented to by all the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario) this 18th day of December, 2007.



 Mark F. O'Neil



 Michael Collins