

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/05/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Beltek Systems Design Inc.		11/05/2008	CORPORATION: UNKNOWN

**RECEIVING PARTY DATA**

Name:	HighJump Software New Brunswick Inc.
Street Address:	44 Chipman Hill, Suite 1000
Internal Address:	c/o Steward McKelvey, PO Box 7289, St. A
City:	Saint John
State/Country:	NEW BRUNSWICK
Postal Code:	E2L 4S6
Entity Type:	CORPORATION: NEW BRUNSWICK

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	3416237	BELTEK MOBILITY SOLUTIONS
Registration Number:	2966887	ROUTE ADMINISTRATOR
Registration Number:	2942091	ROUTE ASSISTANT

**CORRESPONDENCE DATA**

Fax Number: (617)937-2400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 617-937-2340  
 Email: klinnik@cooley.com  
 Correspondent Name: Konstantin Linnik  
 Address Line 1: 800 Boylston St., 46th floor  
 Address Line 2: Cooley Godward Kronish LLP  
 Address Line 4: Boston, MASSACHUSETTS 02199

ATTORNEY DOCKET NUMBER:	310485-101
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**TRADEMARK**

**CH \$90.00 3416237**

NAME OF SUBMITTER:	Konstantin Linnik
Signature:	/Konstantin Linnik/
Date:	11/06/2008
<b>Total Attachments: 7</b> source=LBS_20081106_164753#page1.tif source=LBS_20081106_164753#page2.tif source=LBS_20081106_164753#page3.tif source=LBS_20081106_164753#page4.tif source=LBS_20081106_164753#page5.tif source=LBS_20081106_164753#page6.tif source=LBS_20081106_164753#page7.tif	

**BUSINESS CORPORATIONS ACT  
FORM 6  
ARTICLES OF AMALGAMATION  
(SECTION 124)**

**LOI SUR LES CORPORATIONS COMMERCIALES  
FORMULE 6  
STATUTS DE FUSION  
(ARTICLE 124)**

1 - Name of Corporation: **HighJump Software New Brunswick Inc.** Raison sociale de la corporation:

2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value: **An unlimited number of common shares without nominal or par value** Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:

3 - Restrictions, if any, on share transfers: **No securities, other than non-convertible debt securities, shall be transferred without the consent of the directors or shareholders of the corporation expressed by resolution passed at a meeting of the board of directors or shareholders or by an instrument or instruments in writing signed by all such directors or shareholders.** Restrictions, s'il y en a, au transfert d'actions:

4 - Number (or minimum and maximum number) of directors: **Minimum of one (1) and a maximum of ten (10).** Nombre (ou nombre minimum et maximum) des administrateurs:

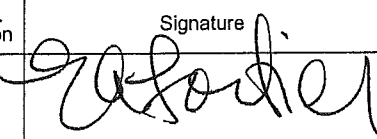

5 - Restrictions, if any, on business the corporation may carry on: **None** Restrictions, s'il y en a, à l'activité que peut exercer la corporation:

6 - Other provisions, if any: **See attached Schedule "A".** Autres dispositions, s'il y en a:

7 (a) - The amalgamation has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in Item 9 below in accordance with Section 122 of the *Business Corporations Act*.  a) - La fusion a été approuvée par les résolutions spéciales des actionnaires de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 122 de la *Loi sur les corporations commerciales*.

(b) - The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in Item 9 below in accordance with Section 123 of the *Business Corporations Act*. These Articles of Amalgamation are the same as the Articles of Incorporation of (name the designated amalgamating corporation):  b) - La fusion a été approuvée par une résolution des administrateurs de chacune des corporations fusionnantes mentionnées à l'article 9 ci-dessous, conformément à l'article 123 de la *Loi sur les corporations commerciales*. Ces statuts de fusion sont les mêmes que les statuts constitutifs de (raison sociale de la corporation fusionnante désignée):

8 - Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation: **HighJump Software New Brunswick Inc.** Raison sociale de la corporation fusionnante dont les règlements administratifs sont devenus les règlements administratifs de la corporation issue de la fusion:

Name of Amalgamating Corporations Raison sociale des corporations fusionnantes	Corporation No. N°. de corporation	Signature	Date	Description of Office Fonction
HighJump Software New Brunswick Inc.	641194		Nov. 5 '08	secretary
Beltek Systems Design Inc.	046624		Nov. 5 '08	secretary

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Corporation No. - N°. de corporation | Filed - Déposé

**HIGHJUMP SOFTWARE NEW BRUNSWICK INC.**  
(hereinafter referred to as the "Corporation")

**THIS IS SCHEDULE "A" TO THE FOREGOING FORM 6 UNDER THE  
NEW BRUNSWICK BUSINESS CORPORATIONS ACT**

**1. PLACE OF SHAREHOLDER MEETINGS**

Notwithstanding subsections (1) and (2) of Section 84 of the *Business Corporations Act*, as from time to time in force, meetings of shareholders of the Corporation may be held at any place outside New Brunswick.

**2. NOTICE OF SHAREHOLDER MEETINGS**

Notwithstanding subsection (1) of Section 87 of the *Business Corporations Act*, as from time to time in force, notice of time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than twenty-one (21) days nor more than fifty (50) days before such meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

**3. PRE-EMPTIVE RIGHTS**

- (A) Notwithstanding subsection (2) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.
- (B) Notwithstanding subsection (3) of Section 27 of the *Business Corporations Act*, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the

holders of voting shares of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the *Business Corporations Act* to purchase such shares or other securities.

**4. FINANCIAL ASSISTANCE**

The Corporation may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation, or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation;

whether or not:

- (c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or
- (d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would be less than the aggregate of the Corporation's liabilities and stated capital of all classes.

**5. NUMBER OF DIRECTORS**

The number of directors within the minimum and maximum numbers provided for in these articles shall be as determined by resolution of the board of directors.

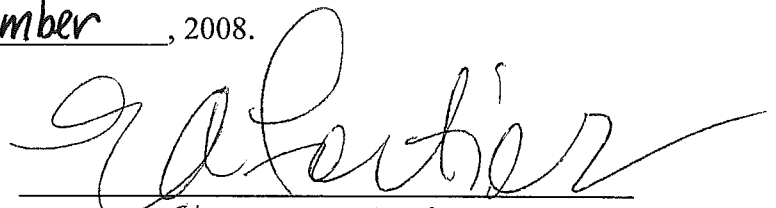
STATEMENT

**IN THE MATTER OF** the Business Corporations Act (New Brunswick) and the Articles of Amalgamation of HighJump Software New Brunswick Inc. and Beltek Systems Design Inc.

I, Elizabeth A. Fortier, of the City of Golden Valley, in the State of Minnesota, make the following statement pursuant to section 124(2) of the Business Corporations Act:

1. I am the Secretary of Beltek Systems Design Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such, have personal knowledge of the matters herein declared;
2. It is proposed that the Corporation amalgamate under the provisions of the Business Corporations Act (New Brunswick) with HighJump Software New Brunswick Inc. to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name "HighJump Software New Brunswick Inc.";
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement; and
4. I have satisfied myself 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 Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 5<sup>th</sup> day of November, 2008.

  
Name: Elizabeth A. Fortier  
Title: Secretary

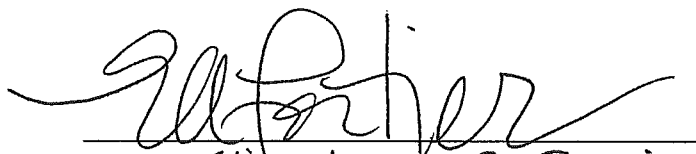
STATEMENT

**IN THE MATTER OF** the Business Corporations Act (New Brunswick) and the Articles of Amalgamation of HighJump Software New Brunswick Inc. and Beltek Systems Design Inc.

I, Elizabeth A. Fortier, of the City of Golden Valley, in the State of Minnesota, make the following statement pursuant to section 124(2) of the Business Corporations Act:

1. I am the Secretary of HighJump Software New Brunswick Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such, have personal knowledge of the matters herein declared;
2. It is proposed that the Corporation amalgamate under the provisions of the Business Corporations Act (New Brunswick) with Beltek Systems Design Inc. to form an amalgamated corporation (hereinafter referred to as the "Amalgamated Corporation") under the name " HighJump Software New Brunswick Inc.";
3. I have conducted such examinations and have made such inquiries and investigations as are necessary to enable me to make this statement; and
4. I have satisfied myself 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 Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

DATED this 5<sup>th</sup> day of November, 2008.

  
Name: Elizabeth A. Fortier  
Title: Secretary

**BUSINESS CORPORATIONS ACT  
FORM 4  
NOTICE OF DIRECTORS  
OR NOTICE OF CHANGE OF DIRECTORS  
(SECTION 64, 71)**

**LOI SUR LES CORPORATIONS COMMERCIALES  
FORMULE 4  
LISTE DES ADMINISTRATEURS OU  
AVIS DE CHANGEMENT D'ADMINISTRATEURS  
(ARTICLE 64, 71)**

1 - Name of Corporation: Raison sociale de la corporation:  
**HighJump Software New Brunswick Inc.**

**2 - The following persons became directors of this corporation: Liste des personnes devenues administrateurs de la corporation :**

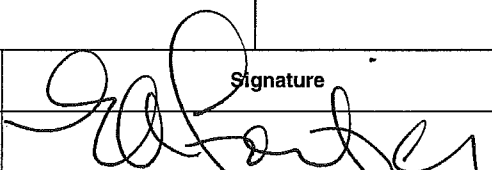
Effective Date Date d'entrée en vigueur	D/J	M/M	Y/A				
upon amalgamation				Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
				Timothy Campbell	3514 Villero Court, Pleasanton, CA 94566	Business Person	
				R. David Tabors	41 Hillcrest Road, Weston, MA 02493	Business Person	
				Jesse Feldman	33 Waterview Drive, Port Jefferson, NY 11777	Business Person	

3 - The following persons ceased to be directors of the corporation: Liste des personnes qui ont cessé d'être administrateurs de la corporation :

Effective Date Date d'entrée en vigueur	D/J	M/M	Y/A				
				Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone

4 - The directors of the corporation now are: Administrateurs actuels de la corporation :

Name / Nom	Residential Address or Address for Service Adresse résidentielle ou adresse pour fin de signification	Occupation	Telephone Téléphone
Timothy Campbell	3514 Villero Court, Pleasanton, CA 94566	Business Person	
R. David Tabors	41 Hillcrest Road, Weston, MA 02493	Business Person	
Jesse Feldman	33 Waterview Drive, Port Jefferson, NY 11777	Business Person	

Date	Signature	Description of Office Fonction
NOV. 5 '08		Secretary

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Filed / Déposé





**BUSINESS CORPORATIONS ACT  
FORM 2  
NOTICE OF REGISTERED OFFICE OR  
NOTICE OF CHANGE OF REGISTERED OFFICE  
(SECTION 17)**

**LOI SUR LES CORPORATIONS COMMERCIALES  
FORMULE 2  
AVIS DE DESIGNATION OU  
AVIS DE CHANGEMENT DU BUREAU ENREGISTRÉ  
(ARTICLE 17)**

1 - Name of Corporation - Raison sociale de la corporation : <b>HighJump Software New Brunswick Inc.</b>	2 - Corporation No. - N°. de la corporation
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3 - Place and address of the registered office: <b>c/o Stewart McKelvey 44 Chipman Hill, Suite 1000 PO Box 7289 Station A Saint John, NB E2L 4S6</b>	Lieu et adresse du bureau enregistré :
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4 - Effective date of change: <b>upon amalgamation</b>	Date d'entrée en vigueur du changement :
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5 - Previous place and address of the registered office:	Demiers lieu et adresse du bureau enregistré :
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Date	Signature	Description of Office Fonction
<b>Nov. 5 '08</b>		<b>Secretary</b>

SN0257/45-4105(10/07)