

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Transcontinental Direct U.S.A. Inc.		02/08/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Instant Web, Inc.		
<b>Street Address:</b>	7951 Powers Boulevard		
<b>City:</b>	Chanhassen		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55317-9502		
<b>Entity Type:</b>	CORPORATION: MINNESOTA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2772206	DOCPROOF	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(215)981-7194		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215.981.4538		
Email:	wakiyama@pepperlaw.com		
Correspondent Name:	Peter T. Wakiyama, Esq.		
Address Line 1:	3000 Two Logan Square		
Address Line 2:	18th and Arch Streets		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	DOCPROOF 999932.2002		
NAME OF SUBMITTER:	Peter T. Wakiyama		
Signature:	/ptw/		
Date:	04/07/2010		

OP \$40.00 2772206

**Total Attachments: 7**

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Execution Version

**ASSET PURCHASE AGREEMENT**

by and among

**INSTANT WEB, INC.,  
as the Purchaser,**

**TRANSCONTINENTAL DIRECT U.S.A. INC.,  
as the Seller,**

and

**TRANSCONTINENTAL INC.,  
as the Seller Parent**

**FEBRUARY 8, 2010**

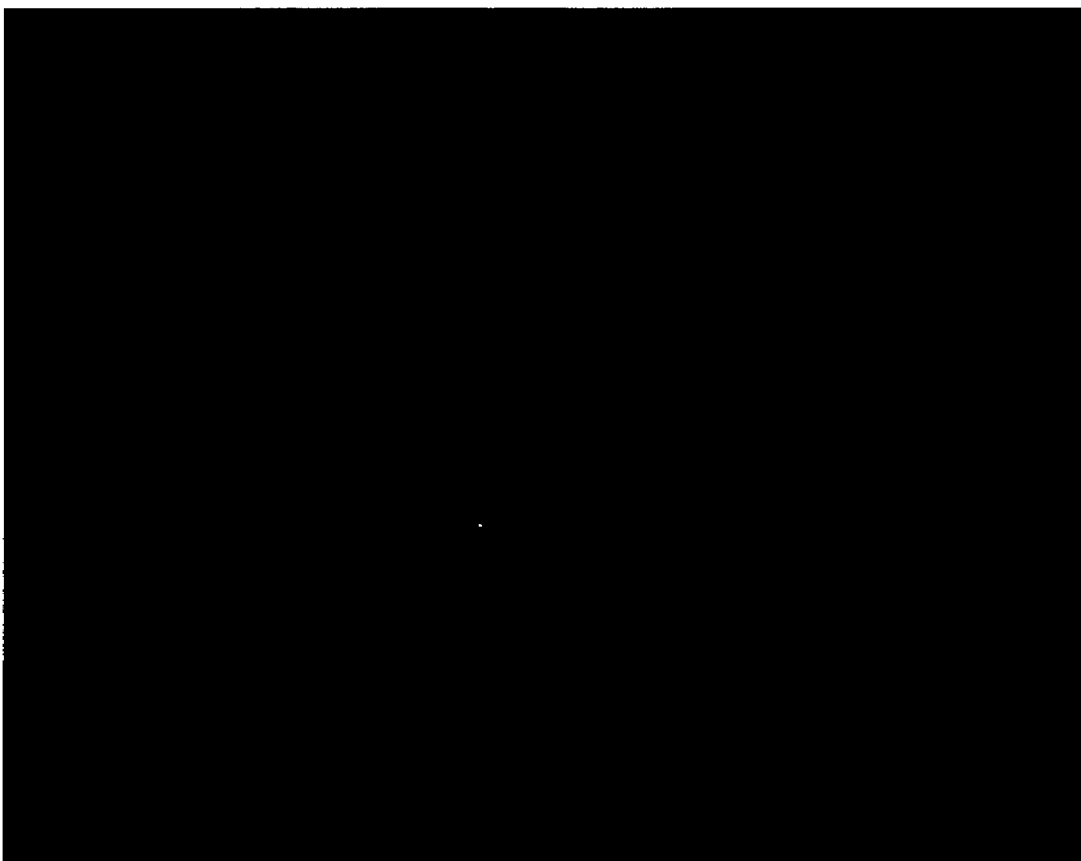
DB1/64191036.14

**TRADEMARK  
REEL: 004181 FRAME: 0967**

**ARTICLE 2  
PURCHASE AND SALE OF ASSETS**

**2.1 Purchase and Sale of Purchased Assets**

2.1.1 Purchase and Sale. Effective as of the Effective Time and upon the terms and subject to the conditions set forth herein, the Purchaser hereby agrees to purchase, as a going concern, from the Seller by the payment of the Purchase Price in accordance with Section 2.3.2 and assumption of the Assumed Liabilities in accordance with Section 2.2.1, and the Seller hereby agrees to sell, convey, transfer, assign and deliver to the Purchaser, free and clear of all Encumbrances other than Permitted Encumbrances, all right, title and interest in and to all of the Seller's rights, undertakings, properties and assets of every kind, nature and description, whether tangible or intangible, real or personal, wherever located, and by whomever possessed, owned, licensed or leased, whether or not required to be reflected on a balance sheet prepared in accordance with GAAP in Canada, whether arising by contract, Law or otherwise (including, subject to Section 8.1 any assets acquired by the Seller after the date hereof prior to the Effective Time) but in any event, excluding the Excluded Assets (collectively, the "Purchased Assets"). Without limiting the generality of the foregoing and except for the Excluded Assets, the Purchased Assets shall include all of the Seller's right, title and interest in and under the following:





(viii) all Intellectual Property (including the Intellectual Property set forth in Schedule 4.7) and goodwill associated therewith, rights thereunder, remedies against infringements thereof and rights to protection of interests therein under the applicable Laws of all jurisdictions;



IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first written above.

INSTANT WEB, INC.

By: \_\_\_\_\_  
Name:  
Title:

TRANSCONTINENTAL INC.

TRANSCONTINENTAL DIRECT U.S.A. INC.

By: Isabelle Marcoux  
Name: Isabelle Marcoux  
Title: VP Corp Dvpt Vice Chair

By: Isabelle Marcoux  
Name: Isabelle Marcoux  
Title: VP Corp Dvpt Vice Chair

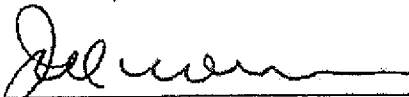
By: Christine Desaulniers  
Name: CHRISTINE DESAULNIERS  
Title: Vice President Chief legal  
Officer and Corporate  
Secretary

By: Christine Desaulniers  
Name: CHRISTINE DESAULNIERS  
Title: Secretary

[Signature Page to Asset Purchase Agreement]

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first written above.

INSTANT WEB, INC.

By:   
Name: Joseph Morrison  
Title: EVP & CFO

TRANSCONTINENTAL INC.

TRANSCONTINENTAL DIRECT U.S.A. INC.

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

[Signature Page to Asset Purchase Agreement]

**Schedule 4.7**  
**Intellectual Property**

4.7.1 None.

4.7.2 None.

4.7.3 None.

4.7.4 *Trademarks*

<b>TRANSCONTINENTAL DIRECT U.S.A. INC. / USA</b>				
TRADE MARK	STATUT	REGISTRATION		ACTIONS
		Number	Date	
MAIL-GARD	Live	2002521	September 24, 1996	Declaration, end date December 8, 2012
JDM	Live	2787950	December 2, 2003	Declaration, end date June 2, 2010
JETMATCH	Live	2772205	October 7, 2003	Declaration, end date April 7, 2010
JETPROOF	Live	2772193	October 7, 2003	Declaration, end date April 7, 2010



TRANSCONTINENTAL DIRECT U.S.A. INC. / USA				
TRADE MARK	STATUT	REGISTRATION		ACTIONS
		Number	Date	
JETTRACK	Live	2795433	December 16, 2003	Declaration, end date June 16, 2010
JETWEB	Live	2785383	November 25, 2003	Declaration, end date May 25, 2010
DOCPROOF	Live	2772206	October 7, 2003	Declaration, end date April 7, 2010

*Abandoned Trademark*

JETGRAM (USA Registration number 2691551)

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