

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	Amalgamation														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>BMO Nesbitt Burns Corporation Limited/Corporation BMO Nesbitt Burns Limitee</td> <td></td> <td>11/01/2012</td> <td>CORPORATION: CANADA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	BMO Nesbitt Burns Corporation Limited/Corporation BMO Nesbitt Burns Limitee		11/01/2012	CORPORATION: CANADA				
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<table border="1"> <tr> <td>Name:</td> <td>BMO Nesbitt Burns Inc.</td> </tr> <tr> <td>Street Address:</td> <td>100 King Street West, 21st Floor</td> </tr> <tr> <td>City:</td> <td>Toronto, Ontario</td> </tr> <tr> <td>State/Country:</td> <td>CANADA</td> </tr> <tr> <td>Postal Code:</td> <td>M5X 1A1</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: CANADA</td> </tr> </table>				Name:	BMO Nesbitt Burns Inc.	Street Address:	100 King Street West, 21st Floor	City:	Toronto, Ontario	State/Country:	CANADA	Postal Code:	M5X 1A1	Entity Type:	CORPORATION: CANADA
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PROPERTY NUMBERS Total: 3															
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CORRESPONDENCE DATA															
<p>Fax Number: 3128035299</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: (312) 845-3430</p> <p>Email: kalwa@chapman.com</p> <p>Correspondent Name: Richard Kalwa</p> <p>Address Line 1: 111 West Monroe Street</p> <p>Address Line 2: Chapman and Cutler LLP</p> <p>Address Line 4: Chicago, ILLINOIS 60603</p>															
ATTORNEY DOCKET NUMBER:	1723303														

CH \$90.00 1979393

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:	Richard Kalwa
Signature:	/richard kalwa/
Date:	03/11/2013

Total Attachments: 6
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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

BMO Nesbitt Burns Inc.

Corporate name / Dénomination sociale

830447-5

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2012-11-01

Date of Amalgamation (YYYY-MM-DD)

Date de fusion (AAAA-MM-JJ)

Canada



Industry Canada Industrie Canada
 Canada Business Corporations Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

FORMULAIRE 9
STATUTS DE FUSION
(ARTICLE 185)

Form 9

1 -- Name of the Amalgamated Corporation Dénomination sociale de la société issue de la fusion
 BMO Nesbitt Burns Inc.

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address) La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)
 Ontario

3 -- The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
 The Corporation is authorized to issue an unlimited number of Common Shares

4 -- Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
 The annexed Schedule A is incorporated in this form

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)
 Minimum: Maximum: Minimal: Maximal:

6 -- Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu
 None

7 -- Other provisions, if any Autres dispositions, s'il y a lieu
 The annexed Schedule B is incorporated in this form

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183 184(1) 184(2)

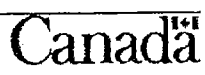
9 -- Declaration: I hereby certify that I am a director or an officer of the corporation. Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations Dénomination social des sociétés fusionnantes	Corporation No. N° de la société	Signature
The annexed Schedule C is incorporated in this form	_____	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de \$ 5 000 ou d'un emprisonnement maximal de six mois, ou de ces deux peines (par. 250(1) de la LCSA).

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Schedule A
Articles of Amalgamation of
BMO Nesbitt Burns Inc.

4. Restrictions, if any, on share transfers

No shares of the capital of the Corporation shall be transferred without either
(a) the sanction of a majority of the directors of the Corporation or alternatively
(b) the sanction of the majority of the shareholders of the Corporation.

Schedule B
Articles of Amalgamation of
BMO Nesbitt Burns Inc.

7. Other provisions, if any
- (a) The securities of the Corporation, other than non-convertible debt securities, shall not be transferred without the approval of the Board of Directors or of the holder or holders of more than 50% of the voting shares of the Corporation, to be evidenced in either case by a resolution of the directors or shareholders, as the case may be.
 - (b) The directors may appoint from time to time one or more additional directors within the limits provided in the Act.
 - (c) The directors may from time to time determine the number of directors of the Corporation.

Schedule C
Articles of Amalgamation of
BMO Nesbitt Burns Inc.

Name of the amalgamating corporations	Corporation No.	Signature
Bank of Montreal Securities Canada Limited/Societe Mobilere Banque de Montreal Canada Limitee	281036-1	<i>Carolyn Hunt</i>
BMO Nesbitt Burns Corporation Limited/Corporation BMO Nesbitt Burns Limitee	009043-3	<i>David Bergman</i>
BMO Nesbitt Burns Inc.	307423-4	<i>David Bergman</i>
BMO Nesbitt Burns Ltée/Ltd.	182058-3	<i>David Bergman</i>
Nesbitt Burns Real Estate Management Corp.	825577-6	<i>Robert Allan</i>
8255725 Canada Inc.	825572-5	<i>Robert Allan</i>
Nesbitt Burns Real Estate Services Corp.	825575-0	<i>Robert Allan</i>
151412 Canada Limited	208206-3	<i>Robert Allan</i>
Nesbitt Burns Investment Holdings Limited	825574-1	<i>Robert Allan</i>
Jones Heward Investments Inc.	322379-5	<i>Robert Allan</i>

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2012 -10- 19
13:59

EXHIBIT A

Registered U.S. Trademarks

Mark	Registration No.
NESBITT BURNS (Class 16)	1,979,393
NESBITT BURNS (Class 36)	1,980,676
MONEGY	3,125,285