

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/15/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IP Co. Limited		10/15/2004	CORPORATION: CANADA
2049557 Ontario Inc.		10/15/2004	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Route1 Technology Inc.
Street Address:	165 Avenue Road
Internal Address:	Suite 401
City:	Toronto
State/Country:	CANADA
Postal Code:	M5R 3S4
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78451008	ROUTE1

CORRESPONDENCE DATA

Fax Number: (212)682-0200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-880-6281
 Email: sanger@torys.com
 Correspondent Name: Torys LLP
 Address Line 1: 237 Park Avenue
 Address Line 4: New York, NEW YORK 10017

DOMESTIC REPRESENTATIVE

Name:

CH \$40.00 78451008

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:	Sophie B. Anger
Signature:	/Sophie B. Anger/
Date:	02/22/2005

Total Attachments: 15

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First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Tom Ungar	50 Steele Valley Road, Thornhill, ON L3T 1M4	Yes
Andrew White	165 Avenue Rd., Ste 401, Toronto, ON M5R 3S4	Yes

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

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
IP Co. Limited	1537173	August <u>26</u> , 2004
2049557 Ontario Inc.	2049557	August <u>26</u> , 2004

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.

No restrictions.

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 :

An unlimited number of 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 restreinte. Les restrictions, s'il y a lieu, sont les suivantes :

The right to transfer shares of the Amalgamated Corporation shall be restricted in that no share shall be transferred except with the consent of the board of directors of Amalgamated Corporation, to be expressed either 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.

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

The number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

Any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.

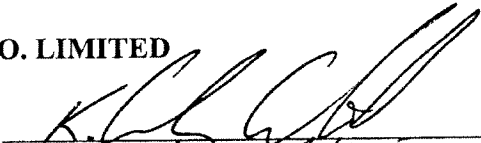
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A"

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".

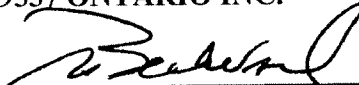
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

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.

IP CO. LIMITED

By: 
Name: *K ANDREW WHITE*
Title: *CEO*

2049557 ONTARIO INC.

By: 
Name: *ARMIN BEDWARD*
Title: *PRESIDENT & CEO*

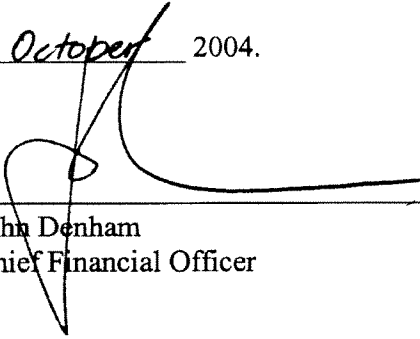
SCHEDULE A

CANADA)	IN THE MATTER OF the <i>Business</i>
)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO)	Amalgamation of IP Co., Limited and 2049557
)	Ontario Inc.
)	
)	
TO WIT:)	

I, John Denham, of the City of Toronto, in the Province of Ontario, hereby certify that:

1. I am the Chief Financial Officer of IP Co. Limited and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating 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 will be prejudiced by the amalgamation.

DATED at Toronto, this 15th day of October 2004.



 John Denham
 Chief Financial Officer

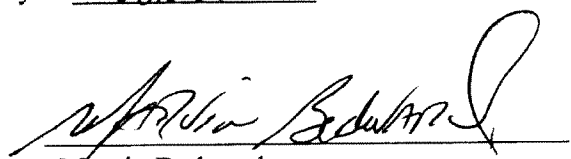
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)	<i>Corporations Act</i> (Ontario) and the Articles of
PROVINCE OF ONTARIO)	Amalgamation of IP Co., Limited and 2049557
)	Ontario Inc.
)	
)	
TO WIT:)	

I, Marvin Bedward, of the City of Orleans, in the Province of Ontario, hereby certify that:

1. I am the President and Secretary Treasurer of 2049557 Ontario Limited and have knowledge of the matters herein declared.
2. There are reasonable grounds for believing that:
 - (a) each amalgamating 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 will be prejudiced by the amalgamation.

DATED at Toronto, this 15th day of October 2004.



 Marvin Bedward
 President and Secretary Treasurer

9.

SCHEDULE B

AMALGAMATION AGREEMENT

THIS AMALGAMATION AGREEMENT is made as of this 15th day of October, 2004,

BETWEEN:

THE PROSPECTUS GROUP INC., a corporation incorporated under the laws of the Province of Alberta

("PGI")

- and -

IP CO. LIMITED, a corporation incorporated under the laws of the Province of Ontario

("IP Co")

- and -

2049557 ONTARIO INC. a corporation incorporated under the laws of the Province of Ontario

("Subco")

RECITALS:

- A. IP Co and PGI executed a combination agreement dated July 21, 2004 that contemplates the combination of IP Co and Subco;
- B. The board of directors of each of IP Co and PGI have determined that it would be in the best interests of IP Co and PGI, respectively, to combine the businesses carried on by each of them by means of an amalgamation between IP Co and Subco; and
- C. The parties have agreed to enter into this Agreement setting out the terms and conditions on which the amalgamation will be carried out.

NOW THEREFORE in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged) the parties agree as follows:

1. **Interpretation**

In this Agreement, the following terms shall have the following meanings:

“**Agreement**” means this amalgamation agreement as the same may be supplemented or amended from time to time;

“**Amalco**” means the corporation resulting from the amalgamation of the Amalgamating Corporations;

“**Amalco Common Shares**” means common shares in the capital of Amalco;

“**Amalgamating Corporations**” means IP Co and Subco;

“**Amalgamation**” means the amalgamation of the Amalgamating Corporations as contemplated by this Agreement;

“**Director**” means the Director appointed under section 278 of the OBCA;

“**Effective Date**” means the effective date of the Amalgamation as set forth in the certificate of amalgamation issued by the Director;

“**IP Co Common Shares**” means the common shares in the capital of IP Co;

“**IP Co Dissenting Shareholder**” means an IP Co Shareholder who, in connection with the IP Co Special Resolution which approves and adopts this Agreement, the Amalgamation or the other transactions contemplated by this Agreement, has sent to IP Co a written objection and a demand for payment within the time limits and in the manner prescribed by section 185 of the OBCA with respect to its IP Co Common Shares;

“**IP Co Shareholders**” means at any time the registered holders at that time of IP Co Common Shares;

“**IP Co Special Resolution**” means the special resolution of the IP Co Shareholders to approve any matter in connection with the Amalgamation and the other transactions contemplated by this Agreement;

“**OBCA**” means the *Business Corporations Act* (Ontario);

“**PGI Common Shares**” means the common shares in the capital of PGI;

“**PGI Shareholders**” means at any time the registered holders at that time of PGI Common Shares;

“**Subco Common Shares**” means the common shares in the capital of Subco; and

“**Subco Special Resolution**” means the special resolution of the shareholder of Subco approving the Amalgamation and the other transactions contemplated by this Agreement.

Words and phrases used in this Agreement and defined in the OBCA shall have the same meaning in this Agreement as in the OBCA unless the context otherwise requires.

2. **Agreement to Amalgamate**

The Amalgamating Corporations do hereby agree to amalgamate pursuant to the provisions of Section 174 of the OBCA as of the Effective Date and to continue as one corporation on the terms and conditions set out in this Agreement.

3. **Name**

The name of Amalco shall be "Route1 Technology Inc."

4. **Registered Office**

The registered office of Amalco shall be in the City of Toronto in the Province of Ontario.

5. **Authorized Capital**

Amalco shall be authorized to issue a class of shares consisting of an unlimited number of shares to be designated as "common shares".

6. **Private Company Restrictions**

6.1 The right to transfer shares of the Amalco shall be restricted in that no share shall be transferred except with the consent of the board of directors of Amalco, to be expressed either 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.

6.2 The number of Amalco shareholders, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of Amalco, were, while in that employment, and have continued after termination of that employment to be, shareholders of Amalco, shall be limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

6.3 Any invitation to the public to subscribe for securities of Amalco shall be prohibited.

7. **Number of Directors**

The board of directors of Amalco shall, until otherwise changed in accordance with the OBCA, consist of a minimum number of five and a maximum number of ten directors.

8. **Business**

There shall be no restrictions on the business which Amalco is authorized to carry on.

9. **Initial Directors**

The first directors of Amalco immediately following the Amalgamation shall be the persons whose names and residential addresses appear below:

<u>Name</u>	<u>Address</u>	<u>Resident Canadian</u>
Marvin Bedward	Ottawa, Ontario	Yes
Edward Boyd	Toronto, Ontario	Yes
John Denham	Toronto, Ontario	Yes
Tim Hyland	Toronto, Ontario	Yes
Steven Koles	Toronto, Ontario	Yes
Tom Ungar	Thornhill, Ontario	Yes
Andrew White	Toronto, Ontario	Yes

Such directors shall hold office until the next annual meeting of shareholders of Amalco or until their successors are elected or appointed.

10. **Amalgamation**

On the Effective Date:

10.1 an IP Co Dissenting Shareholder will be entitled to be paid by Amalco the fair value for the IP Co Common Shares held by it in accordance with the OBCA;

10.2 the issued and outstanding IP Co Common Shares held by IP Co Shareholders will be cancelled and every IP Co Shareholder (other than (i) an IP Co Dissenting Shareholder and (ii) PGI in its capacity as an IP Co Shareholder) shall receive 1.64853281 PGI Common Shares for every one IP Co Common Share held by it;

10.3 Amalco will issue one Amalco Common Share to PGI for every one PGI Common Share issued by PGI pursuant to the Amalgamation; and

10.4 the issued and outstanding Subco Common Shares held by PGI will be cancelled and PGI shall receive one Amalco Common Share for every one Subco Common Share held by it.

No fractional PGI Common Shares shall be issued to an IP Co Shareholder, and if an IP Co Shareholder would be entitled to a fraction of a PGI Common Share, then the total number of PGI Common Shares issued to that holder shall be rounded up to the nearest whole share (if the fraction is equal to or greater than 0.5) or rounded down to the nearest whole share (if the fraction is less than 0.5).

11. **By-Laws**

The by-laws of Amalco, until repealed, amended or altered, shall be the by-laws of Subco.

12. **Termination**

This Agreement may, prior to the issuance of a certificate of amalgamation, be terminated by the board of directors of IP Co and PGI notwithstanding the approval by the shareholders of IP Co and PGI of the terms and conditions hereof.

13. **Filing of Document:**

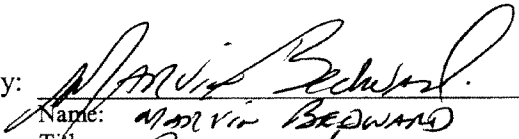
Upon the shareholders of each of the Amalgamating Corporations approving this Agreement by special resolution in accordance with the OBCA , the Amalgamating Corporations shall jointly file with the Director under the OBCA articles of amalgamation and such other documents as may be required.

14. **Governing Law**

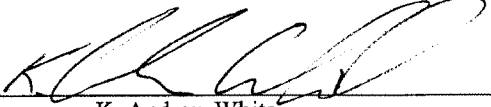
This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

IN WITNESS WHEREOF the parties hereto have executed this Agreement.

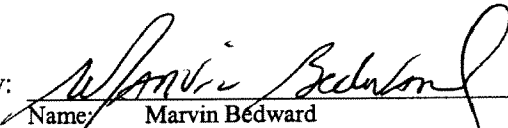
THE PROSPECTUS GROUP INC.

By: 
Name: MARVIN BEDWARD
Title: PRESIDENT & CEO

IP CO. LIMITED

By: 
Name: K. Andrew White
Title: Chief Executive Officer

2049557 ONTARIO INC.

By: 
Name: Marvin Bedward
Title: President and Secretary Treasurer