

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Interim Receiver		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
3297225 Canada Inc.		05/26/2004	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	RSM RICHTER INC.		
Street Address:	Place Alexis Nihon, Suite 1950		
City:	Montreal, Quebec H3Z 3C2		
State/Country:	CANADA		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2315474	OSCAR LEOPOLD	
CORRESPONDENCE DATA			
Fax Number:	(914)941-6091		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	mcana@collenIP.com		
Correspondent Name:	Collen IP Intellectual Property Law P.C.		
Address Line 1:	80 South Highland Avenue		
Address Line 4:	Ossining, NEW YORK 10562		
ATTORNEY DOCKET NUMBER:	58545		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			
Address Line 2:			
Address Line 3:			
Address Line 4:			

OP \$40.00 2315474

NAME OF SUBMITTER:	JANE F. COLLEN
Signature:	/Jane F. Collen/
Date:	12/06/2006
Total Attachments: 2 source=Asset Purchase Agreement#page1.tif source=Asset Purchase Agreement#page2.tif	

ASSET PURCHASE AGREEMENT

AGREEMENT for the purchase of assets entered into in the City and District of Montreal, on June 23rd, 2004

BY AND BETWEEN:

RSM RICHTER INC. (formerly Richter & Associés Inc.), in its capacity as Interim Receiver with limited powers with respect to the assets of 3297225 Canada Inc., and without personal liability (hereinafter referred to as the "Vendor")

AND:

4187237 CANADA INC., a legal person duly constituted, having a place of business at 8125 boul. St-Laurent, Montreal, Québec (hereinafter referred to as the "Purchaser")

A) WHEREAS 3297225 Canada Inc. (hereinafter referred to as the "Corporation") is indebted towards Banque de Développement du Canada (hereinafter referred to as "BDC") and granted security in favour of BDC to secure its indebtedness, including, without limitation, the following security:

- (i) a hypothec for an amount of \$300,000.00 published on July 22nd, 1998 at the Register of Personal and Moveable Real Rights of the Province of Quebec ("RDPRM") under number 98-0092407-0001;**
- (ii) a hypothec for an amount of \$300,000.00 published on May 30th, 2000 at the RDPRM under number 00-0140658-0001;**
- (iii) a hypothec for an amount of \$150,000.00 published on May 30th, 2000 at the RDPRM under number 00-0140658-0002;**
- (iv) a hypothec for an amount of \$150,000.00 published on June 22nd, 2000 at the RDPRM under number 00-0172385-0003;**

(collectively referred to as the "BDC Security"); and

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REEL: 003439 FRAME: 0267

