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To the Honorable Commissioner of Patent

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d original documents or copy thereof.

1. Name of conveying party(ies)
Grant Thornton Limited, in its capacity as receiver and manager of the undertaking, property and assets of Roadware Corporation Inc., (formerly known as Highway Products International Inc.), and without any corporate or personal liability
Additional name(s) of conveying party(ies) attached?
Yes _____ No X

3. Nature of conveyance:

X Assignment

_____ Merger

_____ Security Agreement

_____ Change of Name

Other _____

Execution Date: February 8, 2000

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

2. Name and address of receiving party(ies):

Name: ROADWARE GROUP INC.

Internal Address: _____

Street Address: 147 East River Road, R.R. #1

City: Paris State: Ontario ZIP: N3L 3E1

Country: Canada

Additional names/addresses attached? Yes _____ No X

B. Patent No.(s)

4,674,327

Additional numbers attached? Yes _____ No X

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David W.R. Langton

Internal Address: c/o Bereskin & Parr

Street Address: Box 401, 40 King Street West

City: Toronto State: Ontario ZIP: M5H 3Y2

Country: Canada

6. Total number of applications and patents involved: _____ 1

7. Total fee (37 CFR 3.41)\$40.00

X Enclosed (cheque No. 2125)

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8. Deposit account number:

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David W.R. Langton, Regn. 27,747

Name of Person Signing

BP File # 0424-266/DL

Signature

February 14, 2000

Date

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PATENT

REEL: 010609 FRAME: 0499

ASSIGNMENT

GRANT THORNTON LIMITED, whose full post office address is Royal Bank Plaza, 19th Floor, South Tower, 200 Bay Street, Box 55, Toronto, Ontario, M5J 2P9, in its capacity as receiver and manager of the undertaking, property and assets of ROADWARE CORPORATION INC., (formerly known as Highway Products International Inc.), and without any corporate or personal liability, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of all of which is hereby acknowledged, hereby sells and assigns to ROADWARE GROUP INC., a corporation of the Province of Ontario, whose full post office address is 147 East River Road, R.R. #1, Paris, Ontario, Canada N3L 3E1 all its right, title and interest in and to the following Letters Patent including, without limiting the generality of the foregoing, the right to claim damages for past infringement:


U.S. Patent No. 4,674,327 issued June 23, 1987 for
"Grade and Cross Fall Reference Device for Highway
Survey Vehicles"

the same to be held by the said assignee to the full end of the term for which the said Letters Patent are granted, as fully and entirely as the same would have been held and enjoyed by ROADWARE CORPORATION INC. if this assignment and sale had not been made.

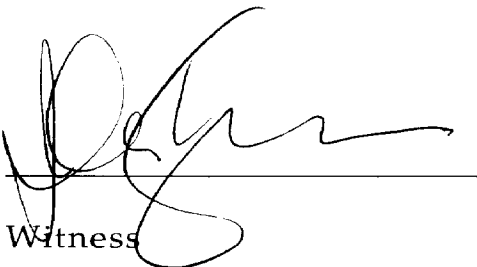
EXECUTED this 8TH day of FEBRUARY, 2000, at TORONTO,
Ontario, Canada.

GRANT THORNTON LIMITED, in its
capacity as receiver and manager of the
undertaking, property and assets of
ROADWARE CORPORATION INC.,
and without any corporate or personal
liability

By:



Title: PRESIDENT


Witness