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To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
ASF CAPITAL CORPORATION

Additional names(s) of conveying party(ies) Yes No

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

Name: **ASF FINANCIAL CORPORATION**

Address: **48 Segal Drive**

City: **Tillsonburg** State/Prov.: **Ontario**

Country: **Canada** ZIP: **N4G 5A1**

Additional name(s) & address(es) Yes No

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: **April 27, 2004**

4. Application number(s) or patent numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No.	Filing date	B. Patent No.(s)
09/788,208	February 16, 2001	

Additional numbers Yes No

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

Name: **Kevin K. Graham**

Registration No. **47,365**

Address: **SMART & BIGGAR**

P.O. Box 2999, Station D

900 - 55 Metcalfe Street

City: **Ottawa** State/Prov.: **Ontario**

Country: **Canada** ZIP: **K1P 5Y6**

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

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

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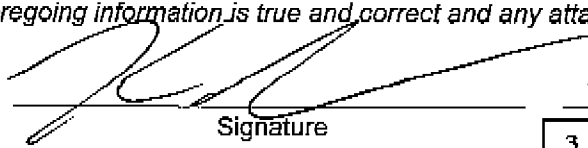
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9. Statement and signature.

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.

Kevin K. Graham (Reg. No. 47,365)  **May 13, 2004**

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **3**

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ASSIGNMENT

WHEREAS, ASF Capital Corporation, ("Assignor"), whose full post office address is 60 Wellesley Street West, Toronto, Ontario, Canada, M5S 3L2 (formerly 124 Merton Street, Suite 202, Toronto, Ontario, Canada, M4S 2Z2), is the owner of the entire right, title and interest in and to certain inventions and improvements disclosed and claimed in the following patent applications ("the Applications"):

<u>Serial No.</u>	<u>Filed</u>	<u>Title</u>
United States Application No. 09/788,208	February 16, 2001	System and Method for Settling Trades in a Digital Merchant Exchange
PCT Application No. PCT/CA02/00191	February 15, 2002	System and Method for Settling Transactions in a Digital Merchant Exchange

AND WHEREAS, ASF Financial Corporation ("Assignee"), whose full post office address is 48 Segal Drive, Tillsonburg, Ontario, Canada, N4G 5A1, is desirous of acquiring the entire right, title and interest in and to said inventions and improvements, in and to the Applications and any patent applications filed in any and all countries in the world claiming priority from the Applications, and in and to any and all patents issuing in any and all countries in the world for said inventions and improvements based upon the Applications or upon patent applications claiming priority from the Applications;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor does hereby sell, assign and transfer unto the Assignee all its right, title and interest in and to said inventions and improvements disclosed in the Applications, in and to the Applications and any patent applications filed in any and all countries in the world claiming priority from the Applications, and any continuations or divisions thereof, and in and to all patents which may be granted upon the Applications or upon patent applications claiming priority from the Applications in any and all countries in the world including the United States and in and to any and all reissues, substitutions, or prolongations thereof, the same to be held and enjoyed by the Assignee and its successors and assigns to the full end of the term or terms for which said patents, reissues, substitutions, or prolongations thereof may be granted, as fully and entirely as the same would have been held and enjoyed by the Assignor had this assignment and sale not been made;

AND the Assignor hereby authorizes and requests that any official whose duty it is to issue patents to issue each and every patent to be granted upon the Applications, patent applications filed in any and all countries in the world claiming priority from the Applications or any continuations or divisions thereof, and each and every reissue, substitution, or prolongation thereof, to the Assignee, its successors and assigns, as the assignee of the entire right, title and interest therein, in accordance with this assignment.

THIS assignment is made effective as of *APR 26*, 2004.

DATED at *London*, Ontario, Canada, this *27th* day of April, 2004.

ASF CAPITAL CORPORATION

By: *[Signature]* c/s

Name: Frank Meyer

Position: *CHAIRMAN*

WITNESS: *SMOII*

Name: *Scott MacDougall*