

Form PTO-1595 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings:		RECORDATION FORM COVER SHEET PATENTS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office 3284-2	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Guy GIGNAC		2. Name and address of receiving party(ies) Name: 9072-6399 QUÉBEC INC. Internal Address: _____ Street Address: 2835 Chemin de l'Aéroport City: Thetford Mines State: QC Zip: G6G 5R7 Additional name(s) & address(es) attached? ☐ Yes ☒ No CANADA			
Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No					
3. Nature of conveyance: ☒ Assignment ☐ Merger ☐ Security Agreement ☐ Change of Name ☐ Other _____					
Execution Date: 02-02-1999					
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) _____ B. Patent No.(s) 6,125,956 granted on October 3, 2000 Additional numbers attached? ☐ Yes ☒ No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Customer No. 23863 Internal Address: _____ Street Address: _____ City: _____ State: _____ Zip: _____		6. Total number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41) \$ 40.00 ☐ Enclosed ☒ Authorized to be charged to deposit account 8. Deposit account number: LESPÉRANCE & MARTINEAU			
DO NOT USE THIS SPACE					
9. Signature: François MARTINEAU Name of Person Signing Signature February 3, 2006 Date Total number of pages including cover sheet, attachments, and documents: <u>4</u>					

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$40.00 121110 6125956

TENDER

Mr Guy Gignac is the inventor of a hydraulic transmission all terrain vehicle. A patent application bearing number 2 209 022 has been filed in Canada on July 28, 1997. This application was allowed by the commissioner for patents of Canada by way of a notice of allowance dated 28 July 1998.

A corresponding application was made in the United States by way of an application bearing number 08 938 453. The latter is currently pending and has not as yet been allowed by the U.S. patent office.

OFFER :

The corporation 9072-6399 Québec inc. offers to buy the canadian patent, to be issued, corresponding to application 2 209 022, and the U.S. patent corresponding to application number 08 938 453, accordingly with the following conditions :

- The offer is conditional to the fact that the patents be all the clear and full property of the seller, Mr Guy Gignac;
- The offered price of 33 334 \$ (thirty three thousand three hundred thirty four dollars) to which may be added an up-front payment of 16 666 \$ (sixteen thousand six hundred sixty six dollars) to cover a security jointly and severally with the two partners of the seller in the corporation 9014-0666 Québec inc. in favour of the National Bank of Canada.
- The sum of 33 334 \$ (thirty three thousand three hundred thirty four dollars) and the up-front payment of 16 666 \$ (sixteen thousand six hundred sixty six dollars) are given to Mr Guy Gignac upon presentation, by the latter, to the buyer of a proof of claim from the National Bank of Canada.
- Royalties will be payable on net sales of the CM 2000 and CM 3000 for a period of 10 years following the date of issue of the canadian patent.
- The rate of royalties will be 3%. This rate will be lowered to 1.5% until refund of the payments made in advance (16 666 \$) by the buyer to the seller to clear its security in the company 9014-0666 Québec inc. in favour of the National Bank of Canada.
- Mr Guy Gignac declares that he is the sole owner of the patents mentioned hereinabove and that these patents are free of any lien.

The present tender has been read and accepted as such by the parties on February 2nd, 1999.

(signature) Guy Gignac, seller

(signature) M. Bernier, président, 9072-6399 Québec inc.

(signature) Claude Gignac, witness

DECLARATION OF THE TRANSLATOR

I, François Martineau, patent agent, having a business address at 1440 West, Ste-Catherine street, room 700, Montréal (Québec) Canada H3G 1R8,

Hereby declare and say :

That I claim to be conversant with both the English and French languages;

That in my opinion, and to the best of my abilities, the hereinenclosed English language document pertaining to the sale of U.S. patent application No 08/938,453, is a true and complete translation into English of the French language Tender dated 2 February 1999 signed by Guy Gignac, seller, and M. Bernier, président, 9072-6399 Québec inc.

Signed in Montreal, CANADA on December 1st, 2005


François Martineau
Patent agent No. 33072

OFFRE D'ACHAT

PRÉAMBULE :

M. Guy Gignac est l'inventeur d'une chenillette à transmission hydraulique. Une demande de brevet portant le numéro 2,209,022 a été faite au Canada le 28-07-1997. La demande a été acceptée par le Commissaire aux brevets du Canada au moyen d'un avis d'acceptation daté du 28-07-1998.

Une demande semblable a été faite aux États-Unis au moyen d'une application portant le numéro 08-938-453. Cette dernière est en cours et n'a pas encore été acceptée par le bureau des brevets américains.

OFFRE :

La compagnie 9072-6399 Québec inc. offre d'acheter le brevet canadien, à être délivré, correspondant à la demande 2,209,022 et le brevet américain correspondant à l'application numéro 08-938-453, le tout aux conditions suivantes :

- L'offre est conditionnelle à ce que les brevets soient la propriété claire et entière du vendeur, M. Guy Gignac.
- Le prix offert est de 33 334 \$ (trente-trois mille trois cent trente-quatre dollars) auxquels peut s'ajouter une avance maximum de 16 666 \$ (seize mille six cent soixante-six dollars) pour couvrir une caution conjointe et solidaire avec les deux partenaires du vendeur dans la compagnie 9014-0666 Québec inc. en faveur de la Banque Nationale du Canada.
- La somme de 33 334 \$ (trente-trois mille trois cent trente-quatre dollars) et l'avance de 16 666 \$ (seize mille six cent soixante-six dollars), seront versées à M. Guy Gignac sur présentation, par ce dernier, à l'acheteur d'une preuve de réclamation de la Banque Nationale du Canada.
- Des redevances seront payables sur les ventes nettes des CM 2000 et CM 3000 pour une période de 10 ans suivant la date d'émission du brevet canadien.
- Le taux des redevances sera de 3 %. Ce taux sera abaissé à 1.5 % jusqu'au remboursement des sommes avancées (16 666 \$) par l'acheteur au vendeur pour régler sa caution dans la compagnie 9014-0666 Québec inc. en faveur de la Banque Nationale du Canada.
- M. Guy Gignac déclare qu'il est le seul et unique propriétaire des brevets mentionnés ci-dessus et que lesdits brevets sont libres de tout lien.

La présente offre a été lue et est acceptée telle quelle par les parties, le 2 février 1999.


Guy Gignac, vendeur


M. Bernier, président
9072-6399 Québec inc.