

Form PTO-1595 (Rev. 07/05)
OMB No. 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
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RECORDATION FORM COVER SHEET PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

Lacent Technologies Inc.

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Lectra Canada Inc.

Internal Address: _____

Street Address: 50 Crémazie Boulevard East, Suite 200

City: Montréal

State: Québec

Country: Canada

Zip: H2P 1A2

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

3. Nature of conveyance/Execution Date(s):

Execution Date(s) October 31, 2006

- Assignment Merger
- Security Agreement Change of Name
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

7,154,530

Additional numbers attached? Yes No

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

Name: Christopher N. Hunter (reg. 52,528)

Internal Address: _____

Street Address: Box 48, Suite 4700, TD Bank Tower

66 Wellington Street West

City: Toronto

State: Ontario

Zip: M5K 1E6

Phone Number: 416-601-7875

Fax Number: 416-868-0673

Email Address: chunter@mccarthy.ca

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

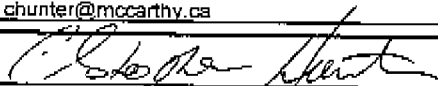
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 15-0633

Authorized User Name C. Hunter

9. Signature:

Signature

February 12, 2007

Date

Christopher N. Hunter (Reg. No. 52,528)

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

PATENT

WINDING-UP AND DISSOLUTION AGREEMENT

THIS AGREEMENT made effective as of the 31st day of October, 2006.

BETWEEN:

LACENT TECHNOLOGIES INC.

a corporation incorporated under the laws of the Province of Alberta, having its registered office at 1400, 10202 Jasper Avenue, Edmonton, Alberta, T5J 3N6

("SubCo"),

OF THE FIRST PART,

- and -

LECTRA CANADA INC.

a corporation incorporated under the laws of Canada, having its registered office at 50 Crémazie Boulevard East, Suite 200, Montréal, Québec, H2P 1A2

("ParentCo"),

OF THE SECOND PART

NOW THEREFORE THIS AGREEMENT WITNESSES THAT, in consideration of the mutual covenants contained herein and for other valuable consideration, the receipt and sufficiency of which is hereby confirmed:

- 2. SubCo hereby conveys, transfers and assigns to ParentCo all its property and assets, whether real or personal, tangible or intangible, of every kind and description, wherever situate, including, without limitation:


Cal. Docs #153306- v. 4

PATENT


- (e) all intellectual property rights including any and all proprietary rights provided under: (i) patent law; (ii) copyright law; (iii) trade-mark law, including all goodwill associated therewith; (iv) design patent or industrial design law; (v) semi-conductor chip or mask work law; (vi) trade secrets law; or (vii) any other statutory provision or common law principle that may provide a proprietary right in ideas, formulae, algorithms, concepts, inventions or know-how and includes, without limiting the generality of the foregoing, the intellectual property rights as set out in Schedule "A" attached hereto;

IN WITNESS WHEREOF SubCo and ParentCo have executed this Agreement on the 31st day of October, 2006.

Witness:


Name: Gaëlle Prochamion


LACENT TECHNOLOGIES INC.


Per: _____
Name: Jérôme Viala
Title: President

Witness:


Name: _____

LECTRA CANADA INC.


Per: _____
Name: Steven Bajc
Title: Vice President Finance
& Administration

Schedule A
Intellectual Property

A-1

CALL DOCS #153366-1 v. 1

PATENT

2. Patents

SYSTEM FOR CUTTING SHAPES PRESET IN A CONTINUOUS STREAM OF SHEET MATERIAL*

COUNTRY	APPLICATION NUMBER	FILING DATE	PATENT NUMBER	ISSUE/GRANT DATE
US	60/337,151	December 10, 2001		
US	10/315,008	December 10, 2002		

A-2

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