

01-23-2002



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

1-14-02

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID#
- Correction of PTO Error
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Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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City State/County Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

01/22/2002 6TON11 00000135 2485662

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Enter the total number of pages of the attached conveyance document including any attachments.

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

Method of Payment: Enclosed Deposit Account

Deposit Account

(enter for payment by deposit account or if additional fees can be charged to the account.)

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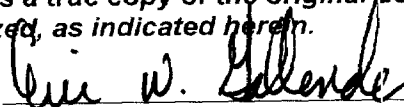
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Statement and Signature

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. Charges to deposition account are authorized, as indicated herein.

Eric W. Gallender



Nov. 19, 2001

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARK REGISTRATION

WHEREAS, CEBRA INC., a Canadian corporation with its principal place of business at First Canadian Place, P.O. Box 1, Toronto, Ontario, Canada, M5X 1A1 (“Assignor”), has adopted, owns and is using the TOTALTRADE mark (the “Mark”) in connection with the following services:

“electronic commerce services, namely, payment services and document exchange services over a global computer network” in International Class 36.

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the above-referenced services, Registration No. 2,485,662, registered September 4, 2001 (the “Registration”);

WHEREAS, Assignor is desirous of selling, assigning and transferring all of its right, title and interest in and to the Mark, the Registration and the goodwill of the business symbolized by the Mark;

WHEREAS, BANK OF MONTREAL, a Canadian corporation with a principal place of business located at 1 First Canadian Place, 21st Floor, Toronto, Ontario, M5X 1A1 (“Assignee”), is desirous of acquiring all of Assignor’s right, title and interest in and to the Mark, the Registration and the goodwill of the business symbolized by the Mark;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer, convey and set over to Assignee, its successors and assigns, all of its right, title and interest in and to the Mark, the Registration and the goodwill of the business symbolized by the Mark.

Dated as of November 1, 2001

By: *Manie I. Cinsley*
Name: *MANIE I. CINSLEY*
Title: *President + CEO*

By: *Sharon Sandall*
Name: *Assistant Secretary*
Title: *Sharon Sandall*

SUBSCRIBED and SWORN to
before me this 5th day
of November, 2001

Rita DiLuca
Notary Public
Rita A.G. DiLuca