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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
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Reel # Frame #

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

Name

Execution Date
Month Day Year

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)

Address (line 2)

Address (line 3)
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 00000133 75275363

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002428 FRAME: 0597

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages 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.)

Deposit Account Number:

Authorization to charge additional fees:

Yes No

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 APPLICATION

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”), owns and has a *bona fide* intent to use the MERX mark (the “Mark”) in connection with the following goods/services:

“computer programs and databases pertaining to procurement, buying, selling and tendering information and opportunities” in International Class 9;

“publications, namely, books, newspapers, periodicals, magazines, pamphlets and manuals pertaining to procurement, buying, selling and tendering information and opportunities” in International Class 16;

“consulting and business brokerage services pertaining to procurement, buying, selling and tendering information and opportunities” in International Class 35;

“telecommunications and interactive electronic communications services providing information and other data via computer, computer networks, computer disk and tape, compact disk, telephone, the Internet, electronic mail and other electronic media pertaining to procurement, buying, selling and tendering information and opportunities” in International Class 38; and

“development, operation and management of one or more computer networks, telecommunication networks, Internet sites and computer databases pertaining to procurement buying, selling and tendering information and opportunities” in International Class 42.

WHEREAS, Assignor has applied to register the Mark on the Principal Register of the United States Patent and Trademark Office based on Assignor’s *bona fide* intent to use the Mark in commerce in connection with the above-referenced goods/services, Appl. Ser. No. 75/275,363, filed on April 15, 1997 (the “Application”);

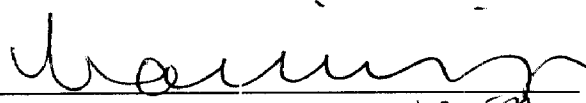
WHEREAS, Assignor is desirous of selling, assigning and transferring all of its right, title and interest in and to the Mark, the Application and that portion of Assignor's business in connection with which it has a *bona fide* intent to use the Mark;


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 Application and that portion of Assignor's business in connection with which Assignor has a *bona fide* intent to use 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 Application and that portion of Assignor's business in connection with which it has a *bona fide* intent to use the Mark.

CEBRA INC., Assignor

Dated as of November 1, 2001

By: 
Name: MARVIE J. KINSLER
Title: President & CEO

By: 
Name: Sharan Sandhu
Title: Assistant Secretary

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


Notary Public Rita A.G. DiLuca