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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

(Rev. 10/02)
OME No. 0651-0027 (exp. 6/30/2005)
Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Canoe Limited Partnership <i>12-20-02</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Netgraphe Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>300 Viger Avenue East</u></p> <p>City: <u>Montreal</u> <u>COUNTRY: CANADA</u> <u>State:</u> <u>Zip: H2X 3W4</u></p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>CANADA</u> <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>3/29/02</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>_____</p>	<p>B. Trademark Registration No.(s) <u>2,497,389</u></p> <p>_____</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Amy E. Carroll, Esq.</u></p> <p>Internal Address: <u>Drinker Biddle & Reath LLP</u></p> <p>_____</p> <p>Street Address: <u>1500 K Street, NW</u></p> <p><u>Suite 1100</u></p> <p>City: <u>Washington</u> State: <u>DC</u> Zip: <u>20005-1209</u></p>	<p>6. Total number of applications and registrations involved: 9</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>240.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account IF NO CHECK ATTACHED OR FEE INSUFFICIENT</p> <p>8. Deposit account number:</p> <p><u>500573</u></p>
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DO NOT USE THIS SPACE

<p>9. Signature.</p> <p><u>Amy E. Carroll</u> Name of Person Signing</p>	<p><i>Amy E. Carroll</i> Signature</p> <p><u>December 20, 2002</u> Date</p> <p>Total number of pages including cover sheet, attachments, and document: 12</p>
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

12/31/2002 DBYRNE 00000268 2497389
01 FC:0521 40.00 OP
02 FC:0522 200.00 OP

TRADEMARK
REEL: 002641 FRAME: 0034



The Schedule hereinbefore referred to:-

<u>Trade-mark</u>	<u>Application No.</u>	<u>Registration No.</u>
CANOE CANADIAN ONLINE EXPLORER & Design	75/154,303	2,280,245
CANOE CANADIAN ONLINE EXPLORER	75/154,306	2,330,483
SLAM! SPORTS & Design	75/154,302	2,386,698
CANOE & Design	75/154,372	2,392,481
JAM!	75/154,308	2,413,343
CANOE	75/154,371	2,436,064
SLAM!	75/154309	2,487,758
CANOE MONEY	75/154,305	2,493,723



BOX: POST-REG/NO FEE

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant : Netgraphe Inc.,
 assignee of Canoe Limited Partnership
 :
 : Trademark Operations
 Reg. No. : 2,497,389
 :
 : Post Registration Section
 Issued : October 16, 2001
 :
 :
 Marks : JAM! SHOWBIZ & Design
 :

DESIGNATION OF DOMESTIC REPRESENTATIVE

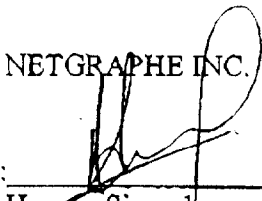
AMY E. CARROLL, having an address care of Drinker Biddle & Reath LLP, 1500 K Street, N.W., Suite 1100, Washington, D.C. 20005-1209, is hereby designated registrant's representative upon whom notices or process in proceedings affecting the mark may be served.

POWER OF ATTORNEY

Applicant hereby appoints Amy E. Carroll, Norm D. St. Landau, Henry W. Leeds, Jennifer L. Dean, Mary Pat Weyback and Adam L. Barea, each a member of the Bar of the District of Columbia, and Christen M. English, a member of the bars of Maryland and Virginia, and each having an address c/o Drinker Biddle & Reath LLP, 1500 K Street, N.W., Suite 1100, Washington, D.C. 20005-1209, to prosecute this application to register and transact all business in the Patent and Trademark Office in connection therewith; to receive the Certificate of Registration and to represent it in all proceedings affecting the mark which may arise in the Patent and Trademark Office after the registration has been granted.

NETGRAPHE INC.

Date: November 12, 2002

Signed: 
 By: Hugues Simard
 Title: President and Chief Executive Officer

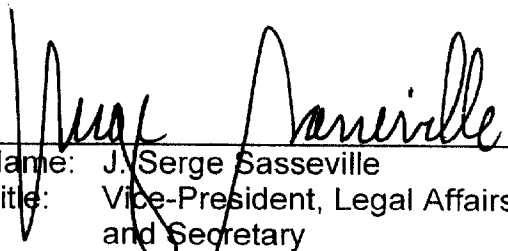
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT OF TRADEMARKS

The undersigned, **CANOE LIMITED PARTNERSHIP**, whose principal office or place of business is situated at 411 Richmond Street East, Toronto, Ontario, Canada M5A 3S5, acting through its general partner: **CANOE: CANADIAN ONLINE EXPLORER INC.**, (hereinafter referred to as "the Assignor"), owner of the registered trade-marks identified in the attached Schedule, hereby confirms having sold, assigned and transferred to **NETGRAPHE INC.**, whose principal office or place of business is situated at 300 Viger Avenue East, Montréal, Québec, Canada H2X 3W4, (hereinafter referred to as "the Assignee"), on May 31, 2001 all of its right, title and interest in the United States in and to the trade-marks identified in the Schedule hereto and the registrations for the same referred to in the said Schedule, together with the goodwill attaching to the said trade-marks, the same to be held and enjoyed by the Assignee, its successors and assigns, as fully and entirely as the said assigned interest could have been held and enjoyed by the Assignor if this assignment had not been made.

EXECUTED at Montreal this 29th day of March, 2002.

CANOE LIMITED PARTNERSHIP through its general partner **CANOE: CANADIAN ONLINE EXPLORER INC.**

By: 
Name: J. Serge Sasseville
Title: Vice-President, Legal Affairs and Secretary