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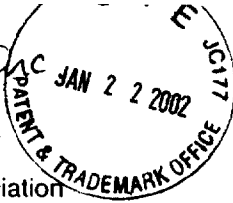
To the Honorable Commissioner of P

101963020

Attached original documents or copy thereof.

1. Name of conveying party(ies):

MDC Corporation Inc
1-22-02



- Individual(s)
- General Partnership
- Corporation-State Ontario, Canada
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 20, 2001

2. Name and address of receiving party(ies)

Name: Davis + Henderson, Limited Partnership

Internal Address:
Street Address: 939 Eglinton Avenue East Suite 201
City: Toronto State: Ontario ZIP: M4G 4H7 Canada

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership British Columbia, Canada
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No

(Designations must be a separate document from assignment)

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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/667,565

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Sheldon Lazarovitz

Internal Address:

Street Address: 31 Westgate Blvd.

City: Toronto State: Ontario ZIP: M3H 1N8 Canada

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40⁰⁰/₁₀₀

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

No

(Attach duplicate copy of this page if paying by deposit account)

01/25/2002 DBTRNE 00000216 75667565

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9. 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.

Sheldon Lazarovitz

Name of Person Signing

Signature

Jan. 16/02

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

**POWER OF ATTORNEY & APPOINTMENT OF
DOMESTIC REPRESENTATIVE**

POWER OF ATTORNEY: The Assignee, Davis + Henderson, Limited Partnership, hereby appoints **Sheldon S. Lazarovitz**, located at 31 Westgate Blvd., Toronto, Ontario, Canada, M3H 1N8, to prosecute the applications to register, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Certificates of Registration, for the pending applications outlined below.

APPOINTMENT OF DOMESTIC REPRESENTATIVE: The Assignee, Davis + Henderson, Limited Partnership, hereby designates **Bruce A. Tassan**, located at 4143 North 27th Street, Arlington, Virginia, U.S.A., 22207-5211, as applicant's representative upon whom notices or process in proceedings affecting the marks outlined below may be served.

Mark	Serial No.	Appln. Date	
Davis + Henderson & Swirl Design ✓	75/667565 ✓	March 25, 1999	
The Personalized Transaction Solutions Company ✓	75/667584 ✓	March 25, 1999	Abandon
Diviani	76/312713	September 14, 2001	Abandon
The Guildhall & Design	76/312712	September 14, 2001	Aband
The Guildhall	76/312621	September 14, 2001	Aband
Solkirk	76/312714	September 14, 2001	Aband

The undersigned, Catherine Martin, Chief Financial Officer of Davis + Henderson G P. Inc., a general partner of Davis + Henderson, Limited Partnership, and on behalf of all the limited partners of Davis + Henderson., Limited Partnership, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the applications or any resulting registrations, declares: that she is properly authorized to execute this document on behalf of the assignee; she believes the assignee to be the owner of the trade marks sought to be registered, or if the applications were filed under 15 U.S.C. 1051(b), she believes the assignee to be entitled to use such marks in commerce; to the best of her knowledge and belief no other person, firm, corporation or association has the right to use the above-identified marks in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely when used on or

in connection with the goods/services of such other person, to cause confusion or to cause mistake, or to deceive; and that all statements made herein of her own knowledge are true, and that all statements made on information and belief are believed to be true.

DAVIS + HENDERSON G.P. INC. as general partner of Davis & Henderson, Limited Partnership and on behalf of all the limited partners of Davis + Henderson, Limited Partnership


By: Catherine Martin
Title: Chief Financial Officer

DATE: January 14, 2002.

TRADEMARK ASSIGNMENT

WHEREAS, MDC Corporation Inc., a corporation organized under the laws of the Province of Ontario, having its principal offices at 45 Hazelton Avenue, Toronto, Ontario, Canada M5R 2E3 ("Assignor") has adopted and applied for the following trademark applications which are pending registration at the United States Patent and Trademark Office:

<u>Mark</u>	<u>Serial No.</u>	<u>Application Date</u>
Davis + Henderson & Swirl Design	75/667565	March 25, 1999
The Personalized Transaction Solutions Company	75/667584	March 25, 1999
Diviani	76/312713	September 14, 2001
The Guildhall & Design	76/312712	September 14, 2001
The Guildhall	76/312621	September 14, 2001
Selkirk	76/312714	September 14, 2001

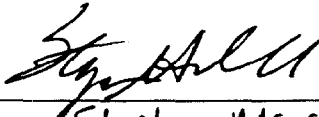
WHEREAS, Davis + Henderson, Limited Partnership, a limited partnership organized and existing under the laws of the Province of British Columbia, having its principal offices at 939 Eglinton Avenue East, Suite 201, Toronto, Ontario, Canada M4G 4H7 ("Assignee"), is desirous of acquiring the said trademark applications;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto the Assignee all right, title and interest in and to the said trademarks, together with the goodwill of the business symbolized thereby, and the above identified trademark applications thereof.

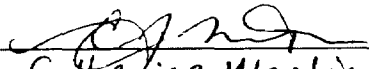
The Commissioner of Patents and Trademarks is requested to record this Assignment on the Principal Register or otherwise as appropriate.

Signed at Toronto, this 20th day of December, 2001.

MDC CORPORATION INC.

By: 
Name: Stephen Marshall
Title: Executive Vice President,
Corporate Development

**DAVIS + HENDERSON G.P. INC. as
general partner of Davis + Henderson,
Limited Partnership and on behalf of all the
limited partners of Davis + Henderson,
Limited Partnership**

By: 
Name: Catherine Martin
Title: ~~Vice President~~ Chief Financial
Officer