

06-05-2003

Form PTO-1594 (modified)
(Rev. 03/01)
OMB No. 0651-0027

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To the Honorable Commissioner of Patents a.

Mail documents or copy thereof.

Name of conveying party(ies):
COCCMTMS INC. **5-3003**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other A corporation organized under the laws of
 Quebec CANADA

2. Name and address of receiving party(ies):
GATX/MM Venture Finance Partnership
95 Wellington Street West
22nd Floor
Toronto Ontario M5J 2N7

Individual Citizenship
 Association

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

General Partnership of Ontario CANADA
 Limited Partnership
 Corporation-State
 Other

Execution Date: May 16, 2003

Additional name(s) & address(es) attached? Yes No
Appointment of Domestic Representative attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/480,779
76/374,506

Additional number(s) attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
SUGHRUE MION, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

Attention: **Kevin G. Smith**

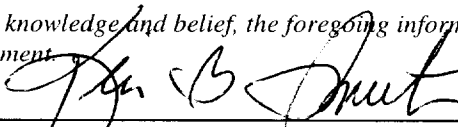
6. Total number of applications and registrations involved:
2

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
 Authorized to be charged to deposit account

8. Deposit account number:
19-4880
(Attach duplicate copy of this page if paying by deposit account)

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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.



Kevin G. Smith

May 30, 2003
Date

Total number of pages including cover sheet, attachments, and documents:
Mail documents to be recorded with required cover sheet information to:
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CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a universal movable hypothec (hereinafter referred to as the "Hypothec") dated May 15, 2003 between GEOCOMTMS INC., a corporation incorporated under the laws of the Province of Quebec (hereinafter referred to as "Geocom"), whose full post office address is 575, rue St-Joseph Est, Québec City, Québec G1K 3B7, and GATX/MM Venture Finance Partnership (hereinafter referred to as "GATX/MM"), whose full post office address is 95 Wellington Street West, 22nd Floor, Toronto, Ontario, M5J 2N7, and for good and valuable consideration, the receipt and sufficiency of which are hereby confirmed and acknowledged, Geocom confirms that it has granted to GATX/MM a hypothec, security interest, lien and charge in all of Geocom's right, title and interest in and to the intellectual property listed on the Schedule attached hereto, including, without limitation, the copyrights, trademarks, patents and trademark and patent applications listed therein, and in and to any and all continuations, continuations-in-part, updates, developments, divisions, reissues and re-examinations which issue therefrom, the same to be held and enjoyed by GATX/MM, strictly subject to the terms of the Hypothec.

EXECUTED at Québec this 16 day of May, 2003.

GEOCOMTMS INC.

Per:



Bernard Teru c/s
President