

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Misty City Software Inc.		04/19/2006	CORPORATION: WASHINGTON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MMV Financial Inc.		
<b>Street Address:</b>	95 Wellington Street West		
<b>Internal Address:</b>	22nd Floor		
<b>City:</b>	Toronto, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5J 2N7		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1721660	GRADE MACHINE	
Registration Number:	1721659	MISTY CITY SOFTWARE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)222-0818		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	chiipdocket@michaelbest.com		
<b>Correspondent Name:</b>	Luke W. DeMarte		
<b>Address Line 1:</b>	Two Prudential Plaza		
<b>Address Line 2:</b>	180 N. Stetson Avenue, Suite 2000		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60601		
<b>ATTORNEY DOCKET NUMBER:</b>	019751-9001		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>			

**CH \$65.00 1721660**

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Luke w. DeMarte

Signature:

/luke w. demarte/

Date:

05/02/2006

**Total Attachments: 4**

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**CONFIRMATION OF GRANT OF SECURITY INTEREST**

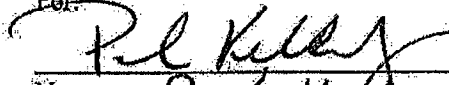
This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated April 19th, 2006, between Misty City Software Inc., a corporation incorporated under the laws of the State of Washington (hereinafter referred to as "Misty City"), whose full post office address is 3500 – 188<sup>th</sup> Street W., Suite 430, Lynwood, WA 98037, and MMV Financial Inc. (hereinafter referred to as "MMV"), a specialty finance corporation incorporated under the laws of Canada, 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, Misty City confirms that it has granted to MMV a security interest, lien and charge in all of Misty City's right, title and interest in and to the intellectual property listed on the Schedule attached hereto, including, without limitation, any copyrights, trademarks, patents and trademark and patent applications and registrations 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 MMV, strictly subject to the terms of the GSA.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK;  
SIGNATURE PAGE FOLLOWS]**

EXECUTED at Vancouver this 19<sup>th</sup> day of April, 2006.

MISTY CITY SOFTWARE INC.

Per:

 c/s  
Name: P. Kellerger  
Title: CEO

I have authority to bind the Corporation.

**SCHEDULE TO INTELLECTUAL PROPERTY**

GOODMANS\CLEGHORN\5294235.2

SCHEDULE "A"

TRADE-MARKS

**UNITED STATES**

Trademark	Registration No.
GRADE MACHINE	1,721,660
MISTY CITY SOFTWARE	1,721,659

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