

01-11-2007



103359689

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

M21
1/8/07

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

CIRBA INC.

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

Citizenship (see guidelines) Ontario (Canada)

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

- Yes
- No

Additional names, addresses, or citizenship attached?

Name: MMV Financial Inc.

Internal Address: 22nd fl.

Street Address: 95 Wellington St. West

City: Toronto

State: ONTARIO

Country: Canada Zip: M5T 2N7

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship NEW CANADA
- Other Citizenship

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)

3. Nature of conveyance / Execution Date(s):

Execution Date(s) December 29, 2006

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3016547

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

CIRBA

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

Name: C. Partridge

Internal Address: Suite 800
Wildeboer Bellevue Place

Street Address: 365 Bay St.

City: Toronto

State: Ontario Zip: M5H 2V1

Phone Number: (416) 361-3121

Fax Number: (416) 361-1790

Email Address: cpartridge@wildlaw.ca

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(8) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1009
Expiration Date 12/10

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Chris Partridge
Signature

January 5/07
Date

Chris Partridge

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01/12/2007 DBYRNE 00000047 3016547

01 FC:8521

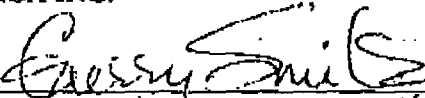
40.00 OP

CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated December 29, 2006, between CIRBA Inc., a corporation incorporated under the laws of the Province of Ontario (hereinafter referred to as "CIRBA"), whose full post office address is 1595 - 16th Avenue Suite 400 Richmond Hill, Ontario, L4B 3N9 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, CIRBA confirms that it has granted to MMV a security interest, lien and charge in all of CIRBA'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 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.

EXECUTED at Toronto this 29th day of December, 2006.

CIRBA INC.

Per:  c/s
Name: GERALD D. SMITH
Title: Pres & CEO

I have authority to bind the Corporation.

**SCHEDULE
INTELLECTUAL PROPERTY**

List of CiRBA Software

- CiRBA Server
- CiRBA SNMP Agent
- CiRBA Window Agent
- CiRBA Server Consolidation

Trademarks

"CIRBA": Registered Canadian trade-mark owned by Cirba Inc. (App No.:1064011; FD: 2000-06-20; Reg #: TMA595631; RD: 2003-11-25) for computer software to facilitate online business to business, consumer to consumer and business to consumer commercial transactions; computer software development services consulting, training technical assistance, educational, maintenance and support services, all relating to computer software.

"CIRBA": Registered US trade-mark owned by Cirba Inc. (SN. No.:76078831; FD: 2000-06-28; Reg# 3016547;RD:2005-11-22) for computer software to facilitate online business to business, consumer to consumer and business to consumer commercial transactions Education and training services, namely, hands-on workshops relating to computer software; computer software development services consulting, technical assistance, maintenance and support services, all relating to computer software.