

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tutor.com, Inc.		02/27/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MMV Financial Inc.		
Street Address:	95 Wellington Street West		
Internal Address:	22nd Floor		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5J 2N7		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78642877	LIVE HOMEWORK HELP	
Serial Number:	77069471	TUTOR.COM	
CORRESPONDENCE DATA			
Fax Number:	(919)834-4564		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(919) 828.0564		
Email:	trademarks@parkerpoe.com		
Correspondent Name:	Parker Poe Adams & Bernstein LLP		
Address Line 1:	150 Fayetteville Street Mall		
Address Line 2:	Suite 1400, P.O. Box 389		
Address Line 4:	Raleigh, NORTH CAROLINA 27602-0389		
ATTORNEY DOCKET NUMBER:	89647		
DOMESTIC REPRESENTATIVE			

OP \$65.00 78642877

Name: Parker Poe Adams & Bernstein LLP
Address Line 1: 150 Fayetteville Street Mall
Address Line 2: Suite 1400, P.O. Box 389
Address Line 4: Raleigh, NORTH CAROLINA 27602-0389

NAME OF SUBMITTER:	William S. Fultz
Signature:	/William S. Fultz/
Date:	03/20/2007

Total Attachments: 2
source=Security Interest#page1.tif
source=Security Interest#page2.tif

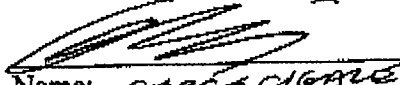
CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated February 27, 2007, between Tutor.com, Inc., a corporation organized under the laws of the State of Delaware (hereinafter referred to as "Tutor"), whose full post office address is 40 Fulton Street, New York, New York 10038 U.S.A. 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, Tutor confirms that it has granted to MMV a security interest, lien and charge in all of Tutor'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 New York, New York, this 27th day of February, 2007.

TUTOR.COM, INC.

Per:


Name: GEORGE CIGARE
Title: CEO

c/s

I have authority to bind Tutor.com, Inc.

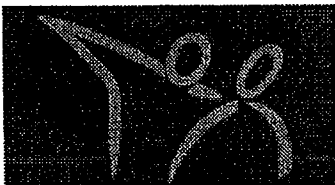
SCHEDULE TO INTELLECTUAL PROPERTY

Patents

None

Trademarks

<u>DESCRIPTION</u>	<u>US SERIAL NO.</u>	<u>REG. NO.</u>	<u>STATUS</u>
LIVE HOMEWORK HELP	78/642877	n/a	Pending
TUTOR.COM	77/069471	n/a	Pending
TUTOR.COM DIRECT	n/a	n/a	Common law mark
ASK A LIBRARIAN	n/a	n/a	Common law mark
ASK A LIBRARIAN EXPRESS	n/a	n/a	Common law mark
LIBRARIANS BY REQUEST	n/a	n/a	Common law mark



(Logo)	n/a	n/a	Common law mark
--------	-----	-----	-----------------

Copyrights (no registered or pending copyrights)

<u>DESCRIPTION</u>	<u>DATE OF CREATION</u>	<u>FIRST DATE OF DISTRIBUTION</u>	<u>ORIGINAL AUTHOR IF NOT TUTOR</u>
Live Homework Help (LHH) v1	June 20, 2000	June 20, 2000	n/a
Live Homework Help (LHH) v2	June 15, 2006	July 31, 2006	n/a
Ask A Librarian (AAL) v1	Sept 22, 2005	Oct 10, 2005	n/a
Virtual Reference Toolkit (VRT)	Unknown	Unknown	Library Systems and Services, LLC
<u>www.tutor.com</u> website 2228137.2	Jan 15, 1998	Apr 27, 1999	n/a