

04-04-2007

RE



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Documents or the new address(es) below

4-2-07

1. Name of conveying party(ies):

Natural Convergence Inc.

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

Citizenship (see guidelines) n/a

Additional names of conveying parties attached? Yes No

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

Execution Date(s) December 29, 2006

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: MMV Financial Inc.

Internal

Address:

Street Address: 95 Wellington St. West

City: 22nd Floor Toronto

State: Ontario

Country: Canada Zip: M5J 2N7

- Association
- General Partnership
- Limited Partnership
- Corporation
- 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)

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) 2957599
3199996

Additional sheet(s) attached? Yes No

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

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

Name: Labarge Weinstein Professional Corporation

Internal Address:

Street Address: 515 Legget Drive Suite 800

City: Ottawa

State: Ontario, Canada Zip: K2K 3G4

Phone Number: 613-599-9600 x 264

Fax Number: 613-599-0018

Email Address: js@lwlaw.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

James Smith

Signature

March 22, 2007

Date

Name of Person Signing

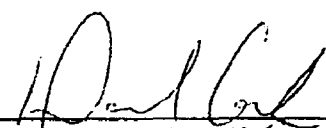
Total number of pages including cover sheet, attachments, and document: _____

CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated as of December 29, 2006, between Natural Convergence Inc., a corporation organized under the laws of the Province of Ontario (hereinafter referred to as the "Corporation") whose full post office address is One Hines Road, Unit 100, Ottawa, Ontario K2K 3C7 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, the Corporation confirms that it has granted to MMV a security interest, lien and charge in all of the Corporation'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 Ottawa, Ontario, as of this 29th day of December, 2006.

NATURAL CONVERGENCE INC.

Per:  c/s
Name: SAND COPIK
Title: CEO

I have authority to bind the Corporation.

SCHEDULE TO INTELLECTUAL PROPERTY

PATENTS

- The Corporation filed a Canadian patent application for “Virtual Key System” on June 21, 2002. Rick McMullin is the inventor of “Virtual Key System”. He assigned all his rights in it to bitHeads who, in turn, transferred them to the Corporation.

Patent Application No. 2,391,069

- The Corporation filed a patent application in the United States of America for “Virtual Key System” on June 21, 2002. Rick McMullin is the inventor of “Virtual Key System”. He assigned all his rights in it to bitHeads who, in turn, transferred them to the Corporation. The USPTO initiated first Office Action on this application on June 16, 2006 and prosecution is presently underway.

Patent Application No. 10/175,808

TRADEMARKS

- Application for Canadian Trademark for “Natural Convergence”; Serial No. 1110313; Filing Date July 23, 2001. Prosecution of the application will continue once the corresponding Canadian application proceeds to registration.
- Application for US Trademark for “Natural Convergence”; Serial No. 76/315,607; Filing Date September 21, 2001. Prosecution of the application will continue once the corresponding Canadian application proceeds to registration.
- Canadian Trade-mark Application for the Trade-mark SILHOUETTE - This trade-mark application was filed on May 5, 2004. Awaiting examination of the application by the Canadian Trade-marks Office.
- United States Trade-mark Application for the Trade-mark SILHOUETTE - This trade-mark application was filed on April 2, 2003. It was published for opposition on June 15, 2004.

COPYRIGHTS

The Borrower is in the business of developing and marketing Telecom Application Software for service providers. The initial product is *silhouette* - a software product providing PBX-like office telephony functionality capable of running on one or more servers in an IP network. The *silhouette* software is derived from the VoiceAnyware technology transferred in April 2001 from bitHeads Inc. to the Borrower pursuant to a Technology Transfer Agreement and is written primarily in the Java language.

The *silhouette* product is a highly-scalable, carrier-grade, multi-tenant software application hosting multiple businesses telephony services through a single server or a distributed complex

system of servers, effectively providing a 'virtual' key system to its users. The product uses a Web-centric approach for configuration and customization; technical support; administration; and learning (e.g., online help, tutorials).

The "Owned IP" consists of Intellectual Property in the form of software (namely, *silhouette*, formerly the VoiceAnyware Product Concept and the VoiceAnyware Software), which was purchased from bitHeads in April 2001 (the "Transferred Technology") under a technology transfer agreement (the "Technology Transfer Agreement") and an assignment agreement (the "Assignment of Intellectual Property Agreement") dated April 30, 2001. The Borrower has complete rights in and to the Transferred Technology and all Intellectual Property embodied therein. All individuals who wrote the Transferred Technology were, at the time that they wrote the Transferred Technology, either full-time employees of bitHeads, employed as software programmers or contractors who assigned their Intellectual Property Rights (and waived any moral rights) in the Transferred Technology to bitHeads pursuant to written agreements. From June 2001 to December 2001, the Borrower engaged Design Interpretative to develop some HTML web pages and email demonstrations of the *silhouette* product and service as a web-based platform together with some preliminary market research. The Borrower and Design Interpretative verbally agreed that ownership of the work product would be the Borrower's.