

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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Please record the attached original document(s) or copy thereof.

<p>1. Name(s) of conveying party(ies):</p> <p>CARLA S. BIRNBERG</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other</p> <p>Additional names(s) of conveying party(ies) attached <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p> <p>3. Nature of Conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: April 17, 2007</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name(s): KNP GROUP INC.</p> <p>Address: 50 Melham Court Toronto, Ontario, CANADA M1B 2E5</p> <p>Form of legal entity and jurisdiction:</p> <p><input type="checkbox"/> Individual(s) with citizenship of: <input type="checkbox"/> Association of: <input type="checkbox"/> General Partnership of: <input type="checkbox"/> Limited Partnership of: <input checked="" type="checkbox"/> Corporation of: Canada <input type="checkbox"/> Other of:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> yes <input type="checkbox"/> no (Designation must be a separate document from Assignment) Additional names(s) and addresses attached <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>Serial Number 78/846728</p> <p>Trademark: ADOPT.</p> <p>Additional numbers attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no</p>	<p>B. Trademark Registration No.(s)</p>
<p>5. Name and address of party to whom correspondence concerning documents should be mailed:</p> <p>Tony Bortolin Dennison Associates, ref. no. <u>TB-T-9003US</u> 133 Richmond Street West, Suite 301 Toronto, Ontario, CANADA M5H 2L7</p>	<p>6. Total number of applications and registrations involved: [1]</p> <p>7. Total fee (37 CFR 3.41): \$40.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 040752; User: <u>Tony Bortolin</u>. (Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p><i>To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.</i></p> <p><u>Tony Bortolin</u> <u>Tony Bortolin</u> <u>JUNE 26</u>, 2007 Name of Person Signing Signature Date</p> <p>Total no. of pages, including cover, attachments & document: <u>3</u></p>	

CH \$40.00 040752 78846728

SCHEDULE A

Assignment

CARLA S. BIRNBERG, having an address at 2202 Cypress Point East, Austin, Texas, 78746, (hereinafter the "ASSIGNOR"),

in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby assign to

KNP GROUP INC., whose full post office address is 50 Melham Court, Toronto, Ontario, M1B 2E5, (hereinafter the "ASSIGNEE"), the successor of the said portion of the existing and ongoing business to which the trade-mark(s) referred to herein pertain,

the entire right, title and interest in and to:

- (a) the trade-mark ADOPT. (including the mark ADOPT) and including US Trademark Application SN 78/846728;
- (b) the goodwill of the business associated with said trade-marks and applications or registrations therefor;
- (c) all claims and demands arising out of any past, present or future infringement or dilution of any of the foregoing, including without limitation the right to sue for any past infringements of the foregoing, and any right to oppose or challenge any applications or registrations for any similar subject matter, and, the proceeds of any such claims;

in and for the United States of America, its territories and all other foreign countries, the same to be held and enjoyed by said ASSIGNEE and the successors, assigns and legal representatives of the ASSIGNEE as fully and entirely as the same would have been held and enjoyed by the ASSIGNOR if this assignment and sale had not been made.

SIGNED at Austin, Texas, on 4-17-07 2007.

ASSIGNOR:



CARLA S. BIRNBERG

TB-OPP-641

TRADEMARK

REEL: 003568-FRAME: 0555

Acceptance & Designation of Domestic Representative

The KNP GROUP INC. (hereinafter "ASSIGNEE") hereby confirms acceptance of the intellectual property assigned to it from CARLA S. BIRNBERG, including the trade-mark ADOPT. and including US Trademark Application SN 78/846728 therefor.


The ASSIGNEE hereby designates JAMES P. RYTHER, registration no. 20,424, (of the firm RUDNICK & WOLFE), whose full post office address is 203 North LaSalle Street, Suite 1800, Chicago, Illinois 60601-1293, as ASSIGNEE's representative upon whom notice or process in proceedings affecting the U.S. mark(s) in the above assignment may be served.

The ASSIGNEE appoints Tony Bortolin (authorized practitioner), S. Warren Hall (Registration No. 30,350), Frank Farfan (Registration No. 35,773), and John C. Jeffrey, (Registration No. 35,764), all of 133 Richmond Street West, Suite 301, Toronto, Ontario, M5H 2L7, as ASSIGNEE's trade mark agents to prosecute such U.S. application(s), to make alterations and amendments therein, to receive the certificate(s) of registration, and to transact all business in the Trade Marks Office connected therewith.

The ASSIGNEE appoints DENNISON ASSOCIATES, whose full post office address in Canada is 133 Richmond Street West, Suite 301, Toronto, Ontario, M5H 2L7, as the firm to whom any notice in respect of any proceedings in respect of the Canadian application(s) or registration(s) mentioned in the above assignment may be given or served with the same effect as if they had been given or served upon the ASSIGNEE; and the undersigned appoints the said DENNISON ASSOCIATES as ASSIGNEE's trade mark agents to prosecute such application(s), to make alterations and amendments therein, to receive the certificate(s) of registration, and to transact all business in the Trade Marks Office connected therewith.

KNP GROUP INC.

May 22, 2007
Date


c/s
name & title: PHILIP P. CRONG, PRESIDENT
I have authority to bind the corporation