

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
Truition Inc.		10/23/2007	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	WF Fund III Limited Partnership		
Doing Business As:	DBA Wellington Financial LP and Wellington Financial Fund III		
Street Address:	161 Bay Street		
Internal Address:	Suite 2520		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5J 2S1		
Entity Type:	LIMITED PARTNERSHIP: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78441623	TRUITION	
CORRESPONDENCE DATA			
Fax Number:	(416)868-0673		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	416-601-7713		
Email:	cdelint@mccarthy.ca		
Correspondent Name:	McCarthy Tetrault LLP, Attn: C. de Lint		
Address Line 1:	66 Wellington St. W., TD Bank Tower		
Address Line 2:	Box 48, Suite 4700		
Address Line 4:	Toronto, Ontario, CANADA M5K 1E6		
ATTORNEY DOCKET NUMBER:	157311-388913		
DOMESTIC REPRESENTATIVE			

CH \$40.00 78441623

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Christine de Lint

Signature:

/christine de lint/

Date:

10/29/2007

Total Attachments: 2

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SCHEDULE D
CONFIRMATION OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS:

Truition Inc. (the “**Debtor**”), a corporation incorporated and existing under the laws of Ontario with offices at 156 Front Street West, Suite 400, Toronto, Ontario M5J 2L6, is the owner of the trade mark set forth in Exhibit A hereto, the registrations and applications for the trade mark identified therein (the “**Trade Mark**”); and

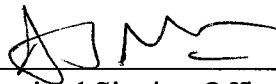
WF Fund III Limited Partnership, carrying on business as Wellington Financial LP and Wellington Financial Fund III (the “**Secured Creditor**”), with offices at 161 Bay Street, Suite 2520, Toronto, Ontario M5J 2S1, has entered into an agreement with the Debtor, as reflected by a separate document entitled the “**Security Agreement**” dated as of the 23rd day of October, 2007 by which the Debtor granted to the Secured Creditor, a security interest in certain property, including the Trade Mark, in consideration of the provision of certain credit facilities to certain companies which are the wholly-owned subsidiaries of the Debtor;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor confirms the grant to the Secured Creditor of a security interest in and to the Trade Mark.

DATED at Toronto on this 23rd day of October, 2007.


TRUITION INC.

Per:



Authorized Signing Officer

DATED at Toronto on this 23rd day of October, 2007, before me appeared and the person who signed this instrument, who acknowledged that he signed it as a free act on his behalf or on behalf of the corporation identified and referred to herein as the Debtor.



Signature of Notary Public

**EXHIBIT A
TRADE MARK**

TRUITION

Registration No.:
78441623