

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Tutor Doctor Inc.		12/10/2007	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Franchise Capital Corporation		
<b>Street Address:</b>	Erin Court		
<b>Internal Address:</b>	Bishop's Court Hill		
<b>City:</b>	St. Michael		
<b>State/Country:</b>	BARBADOS		
<b>Postal Code:</b>	BB14004		
<b>Entity Type:</b>	CORPORATION: BARBADOS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3160318	TUTOR DOCTOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(602)257-6917		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	602/258-7701		
<b>Email:</b>	rmitchell@rcalaw.com		
<b>Correspondent Name:</b>	Renee L. Mitchell		
<b>Address Line 1:</b>	Ryley Carlock & Applewhite		
<b>Address Line 2:</b>	One North Central Avenue, Suite 1200		
<b>Address Line 4:</b>	Phoenix, ARIZONA 85004-4417		
<b>ATTORNEY DOCKET NUMBER:</b>	102888.6		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>			
<b>Address Line 1:</b>			

CH \$40.00 3160318

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Renee L. Mitchell

Signature:

/rlm/

Date:

01/14/2008

Total Attachments: 2

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- 1 -

## ASSIGNMENT

WHEREAS, TUTOR DOCTOR INC., the full post office address of whose principal office or place of business is 11 Courtney Crescent, Richmond Hill, Ontario, L4E 4B9, is the owner of the trademark registrations referred to in the attached Schedule A to this Assignment document;

AND WHEREAS, FRANCHISE CAPITAL CORPORATION, the full post office address of whose principal office or place of business is Erin Court, Bishop's Court Hill, St. Michael, Barbados BB14004, has acquired from TUTOR DOCTOR INC., the whole right, title and interest in the said trademarks and the said registrations;

NOW THEREFORE, in consideration of the sum of one dollar, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, TUTOR DOCTOR INC. confirms that it has sold, assigned and transferred, and by these presents does sell, assign and transfer unto FRANCHISE CAPITAL CORPORATION, its successors and assigns, the whole right, title and interest in and to said trademarks and said registrations, together with the goodwill of any and all business carried on in association with said trademarks, the same to be held by FRANCHISE CAPITAL CORPORATION as fully and effectually as they would have been held by TUTOR DOCTOR INC. had this assignment and sale not been made.

EXECUTED at the City of Toronto, in the Province of Ontario, this 9<sup>th</sup> day of Dec, 2007.

TUTOR DOCTOR INC.

Per: 

Name: John Hooi

Title: President

*I have authority to bind the Corporation*

- 2 -

SCHEDULE A

Canada  
TUTOR DOCTOR TMA577,048

United States of America  
TUTOR DOCTOR & Design 3,160,318

United Kingdom  
TUTOR DOCTOR 2,346,163