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To the Director of the U. S. P.

attached documents or the new address(es) below.

1. Name of conveying party(ies):

Bigby, Havis & Associates, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: **Texas**
- Other

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

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

Execution Date(s) **December 21, 2007**

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: **MMV Finance Canada Inc.**

Internal Address: **95 Wellington Street West**

Street Address: **22nd Floor**

City: **Toronto**

State: **Ontario**

Country: **Canada** Zip: **M5J 2N7**

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship **Canadian**
- 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)

2,917,673

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: **James Smith**

Internal Address:

Street Address: **515 Legget Drive
Suite 800**

City: **Ottawa**

State: **Ontario** Zip: **K2K 3G4**

Phone Number: **613-599-9600 x264**

Fax Number: **613-599-0018**

Email Address: **js@lwlaw.com**

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ **40.00**

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

8. Payment Information:

a. Credit Card Number **0129/2008 001416 0000035 2917673**

Expiration Date **01 FC:8521 40.00 OP**

b. Deposit Account Number

Authorized User Name

9. Signature:

Signature

January 18 2008

Date

James Smith

Name of Person Signing

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


4

CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated December 21, 2007, between Bigby Havis & Associates, Inc., a corporation organized under the laws of the State of Texas (hereinafter referred to as "BHA"), whose full post office address is 12750 Merit Drive, Suite 300, Dallas, Texas, 75251, U.S.A. and MMV Finance Canada 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, BHA confirms that it has granted to MMV a security interest, lien and charge in all of BHA'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 Dallas, this 21st day of December, 2007.

BIGBY HAVIS & ASSOCIATES, INC.

By: 
Name: JIM BUCHANAN
Title: CFO
I have authority to bind the Corporation

SCHEDULE OF INTELLECTUAL PROPERTY

[to be attached]

BIGBY HAVIS & ASSOCIATES, INC.
STATUS OF TRADEMARKS

MATTER NO.	COUNTRY	MARK	APP. NO.	REG. NO.	STATUS	TYPE	FILE	REG.
17139/016001	US	CAREERWAY.COM	76/287.633	2,917,673	REGISTERED	TM	8/ 1/2001	1/1/2005
17139/021001	US	ASSESS and Design	76/358,142		PENDING- Approved for publication	TM/SM	1/11/2002	
17139/021CN1	CN	ASSESS and Design	4518702		PENDING- 1st office action expected Sept. 2007	TM/SM	3/ 1/2005	
17139/021EU1	EU	ASSESS and Design	2756385	2756385	REGISTERED	TM/SM	6/27/2002	12/ 5/2003
17139/021HK1	HK	ASSESS and Design	300375408	300375408	REGISTERED	TM/SM	2/24/2005	9/13/2005
17139/021IN1	IN	ASSESS and Design	1341372		PENDING - Published, publication period completed	TM/SM	2/25/2005	
17139/021JP1	JP	ASSESS and Design	2005-14693	5015041	REGISTERED	SM	2/22/2005	1/ 5/2007
17139/021PK1	PK	ASSESS and Design	208887		PENDING- Approved for publication	TM/SM	5/ 6/2005	
17139/035CN1	CN	ASSESS	4518703		PENDING- 1st office action expected Sept. 2007	TM	3/ 1/2005	
17139/035IN1	IN	ASSESS	1341371		PENDING- Published, revised for republication	TM/SM	2/28/2005	
17139/035JP1	JP	ASSESS	2005-14694	5018213	REGISTERED	TM/SM	2/22/2005	1/12/2007
17139/035PK1	PK	ASSESS	208888		PENDING- Approved for publication	TM/SM	5/ 6/2005	

17139/021002 America	South Argentina, Bolivia, Brazil, Chile, Columbia, Costa Rica, Ecuador, Peru, and Mexico	ASSESS and Design			The status of these matters is not known. They are being handled by the distributor in South America using other attorneys and believed to be supervised by Jose Luis Chateila Mantilla of the firm GAMBOA, CHALLEA GAMBOA & USECHE; Cra No 70A-35 Piso 5, Bogata, Columbia		Jul-02	
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