

3/21/08

03-24-2008



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COVER SHEET
ONLY

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To the Director of the U. S.

The attached documents are the new address(es) below.

1. Name of conveying party(ies):

CDI Career Development Institutes Ltd.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) February 29, 2008

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Vancouver Career College (Burnaby) Inc.
 Internal
 Address: c/o Eminata Group
 Street Address: 12th Floor, Bentall Two, 555 Burrard St.
 City: Vancouver
 State: British Columbia
 Country: Canada Zip: V7X 1M9

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Canada
- 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)
2,853,611; 2,578,991

Additional sheet(s) attached? Yes No

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

CDI EDUCATION; CDI EDUCATION CORPORATION

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

Name: Jennifer H. Hamilton
 Internal Address: The Eclipse Group LLP
 Street Address: 10605 Balboa Blvd., Suite 300
 City: Granada Hills
 State: CA Zip: 91344
 Phone Number: (818) 488-8141
 Fax Number: (818) 332-4205
 Email Address: jhh@eclipsegrp.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 0508
 Expiration Date 05/2008
 b. Deposit Account Number 50-2542
 Authorized User Name Jennifer H. Hamilton

9. Signature:

Jennifer H. Hamilton
Signature

3/18/08
Date

Jennifer H. Hamilton
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SCHEDULE A

TRADE-MARKS

United States

Trade mark	Application # Application Date	Registration # and Date
CDI EDUCATION	78/213460 February 11, 2003	2853611 June 15, 2004
CDI EDUCATION CORPORATION	75/370048 October 8, 1997	2578991 June 11, 2002

Canada

Trade mark	Application # Application Date	Registration # and Date
CDI	591850 September 16, 1987	351375 February 10, 1989
CDI CAREER COLLEGES	777253 March 7, 1995	491445 March 16, 1998
CDI DIPLOMA	777445 March 7, 1995	491334 March 16, 1998
CDI EDUCATION	1167148 February 4, 2003	613670 June 28, 2004
CDI EDUCATION CORPORATION	862649 November 27, 1997	510639 April 12, 1999
CDI MIGRATE	864102 December 12, 1997	536406 November 2, 2000
CDIPRESS	1123118 November 23, 2001	596169 December 2, 2003
CDI VIRTUAL LEARNING PORTAL	1154063 September 24, 2002	598500 January 6, 2004
COLLÈGE CDI	777446 March 7, 1995	491333 March 12, 1998
ÉDITIONSCDI	1136826 April 9, 2002	596380 December 3, 2003
REACH FOR YOUR FUTURE	789067 August 1, 1995	464426 October 18, 1996
RÉALISER VOTRE AVENIR	789068 August 1, 1995	463476 September 13, 1996
VLP	1154062 September 24, 2002	598689 January 7, 2004

SCHEDULE B
TRADE-NAMES

Name	Jurisdiction
C M A Careers	Alberta
Career Canada College	Alberta British Columbia Manitoba
CDI	Québec
CDI College	Alberta British Columbia Manitoba Québec
CDI College of Business & Technology	Alberta British Columbia Manitoba Québec
CDI College of Business, Technology and Healthcare	Alberta British Columbia Manitoba Québec
CDI Career Colleges	Ontario
CDI College	Saskatchewan
CDI College of Business & Technology	Ontario Saskatchewan
CDI College of Business, Technology and Healthcare	Ontario Saskatchewan
CDI Institut Carrière et Développement	Québec
CDI Services de Formation aux Entreprises	Québec
CDI-Delta College	Québec
Collège CDI	Québec
Collège CDI – Delta	Québec
College CDI de Technologie et des Affaires	Québec
Collège Delta – CDI	Québec
Delta College	Alberta Manitoba
IAT	Québec
Institute for Advanced Technology	Québec

Name	Jurisdiction
L'Institut de Technologie Avancée	Québec
Success Business College	Manitoba
The Career College	Alberta
The Institute for Computer Studies	Alberta

ASSIGNMENT OF TRADE-MARKS

WHEREAS CDI Career Development Institutes Ltd., the full post office address of whose principal office or place of business is Suite 1700, 2 Bloor Street West, Toronto, Ontario M4W 3E2 (the "Assignor"), is the owner of the trade-marks found on Schedule A (the "Marks") and the trade-names found on Schedule B (the "Trade-Names") (the Marks and Trade-Names together being the "Trade-marks");

AND WHEREAS Vancouver Career College (Burnaby) Inc., the full post office address of whose principal office or place of business is c/o Eminata Group, 12th Floor, Bentall Two, 555 Burrard Street, Vancouver, British Columbia V7X 1M9 (the "Assignee"), is desirous of acquiring from the Assignor, pursuant to an Asset Purchase Agreement dated December 12, 2007, all of the right, title and interest the Assignor has in (i) the Marks, (ii) the Trade-Names that incorporate the term "CDI" or any variation thereof (the "CDI Trade-Names"), and (iii) the Trade-Names that do not incorporate the term "CDF" or any variation thereof (the "Non-CDI Trade-Names") in those jurisdictions indicated on Schedule B, together with the goodwill associated with the business in connection with which the Trade-marks are used and which is symbolized by the Trade-marks.


NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Assignor confirms that the Assignor has assigned and transferred and by these presents does assign and transfer unto the Assignee, its successors and assigns, effective as of February 29, 2008, (i) all of the right, title and interest the Assignor has in the Marks, including, without limitation, all common law rights connected with the Marks, all applications filed to register the Marks and all registrations issued from them, together with all right of action resulting from any adverse use of the Marks or any trade-marks confusingly similar to the Marks prior to the date of this assignment, (ii) all of the right, title and interest the Assignor has in the CDI Trade-Names, (iii) all of the right, title and interest the Assignor has in the Non-CDI Trade-Names in the jurisdictions indicated on Schedule B, and (iv) the right to claim such relief as is appropriate, together with the goodwill associated with the business in connection with which the Trade-marks are used and which is symbolized by the Trade-marks, and the right to bring proceedings for past, present and future infringement of the Trade-marks, the same to be held by the Assignee, its successors and assigns absolutely as fully and effectually as they would have been held by the Assignor had this assignment and transfer not been made.

The Assignor agrees that, at the request and expense of the Assignee, the Assignor will execute and deliver to the Assignee such further documents as may be reasonably necessary to allow the Assignee to record this assignment and to protect and enforce its rights in the Trade marks.

The Commissioner of Patents and Trademarks is hereby respectfully requested to record this Assignment in the United States Patent and Trademark Office and index same against the files of registration herein described.

**CDI CAREER DEVELOPMENT
INSTITUTES LTD.**

**VANCOUVER CAREER COLLEGE
(BURNABY) INC.**

By: 
Name: ROBERT C. OWEN
Title: SVP, LLO

By: _____
Dr. Peter M. Chung, President