

05-14-2008

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

5/13/08

1. Name of conveying party(ies):

Educational Standards and Certification, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) December 28, 2007

- 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: MMV Finance Canada Inc.

Internal Address: _____

Address: _____

Street Address: 95 Wellington Street West

City: 22nd Floor

State: Ottawa

Country: Ontario Zip: M5J 2N7

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____
- Citizenship _____
- Citizenship _____
- Citizenship _____
- Citizenship Canada
- 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)

(1) 2618684 (2) 2615793

Additional sheet(s) attached? Yes No

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

- (1) "Teachscape"
- (2) "Teachscape"

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

Name: LaBarge Weinstein Professional Corporation

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:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 80.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 0000162655

Authorized User Name _____
CHECK Refund Total: \$15.00

9. Signature:

Signature

May 8, 2008

Date

Karen Park

Name of Person Signing

Total number of pages including cover 4

05/13/2008 DBYRNE 00000007 2618684

Documents to be recorded (including cover sheet) should be faxed to 871-271-5210, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 40, Alexandria, VA 22313-1450

40.00 OF
25.00 OF

CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated December 28, 2007, between Educational Standards and Certification, Inc., a Delaware corporation (hereinafter referred to as "ESCI"), whose full post office address is 731 Market Street, Suite 400, San Francisco, CA 94103 USA, and MMV Finance Canada Inc., a corporation organized pursuant to the federal laws of Canada (hereinafter referred to as "MMV"), 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, ESCI confirms that it has granted to MMV a security interest, lien and charge in all of ESCI'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 that issue therefrom, the same to be held and enjoyed by MMV, strictly subject to the terms of the GSA.

EXECUTED at San Francisco, California, this 28th day of December, 2007.

**EDUCATIONAL STANDARDS AND
CERTIFICATIONS, INC.**

By: 

Name: *Mark Atkinson*

Title: *President*

I have authority to bind the Corporation

SCHEDULE OF INTELLECTUAL PROPERTY

Trademarks:

US Trademark registration number 2618684 (“Teachscape”).

US Trademark registration number 2615793 (“Teachscape”).

Patents:

Atkinson, et al. (assignee: Educational Standards and Certifications, Inc.), US Patent number 6,507,726, “Computer implemented education system”, issued January 14, 2003.