

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
Espial Group Inc.		12/30/2010	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	J.L. Albright IV Venture Fund L.P.
Street Address:	1100 Rene Levesque
Internal Address:	Suite 1313
City:	Montreal, Quebec
State/Country:	CANADA
Postal Code:	H3B 4N4
Entity Type:	LIMITED PARTNERSHIP: CANADA

Name:	J.L. Albright IV Parallel Venture Fund L.P.
Street Address:	1100 Rene Levesque
Internal Address:	Suite 1313
City:	Montreal, Quebec
State/Country:	CANADA
Postal Code:	H3B 4N4
Entity Type:	LIMITED PARTNERSHIP: CANADA

Name:	J.L. Albright IV Parallel II Venture Fund L.P.
Street Address:	1100 Rene Levesque
Internal Address:	Suite 1313
City:	Montreal, Quebec
State/Country:	CANADA
Postal Code:	H3B 4N4
Entity Type:	LIMITED PARTNERSHIP: CANADA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
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900180140

TRADEMARK
REEL: 004445 FRAME: 0075

CH \$140.00 2345189

Registration Number:	2345189	ESPIAL
Registration Number:	2353658	ESPIAL
Registration Number:	2665358	ESPIAL
Registration Number:	3246638	EVO
Registration Number:	3362417	ESPIAL ENGAGE

CORRESPONDENCE DATA

Fax Number: (703)243-6410
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-465-5355
Email: smithj@mwzb.com
Correspondent Name: Jeffrey Smith Esq. of Millen & White, PC
Address Line 1: 2200 Clarendon Boulevard
Address Line 2: Suite 1400
Address Line 4: Arlington, VIRGINIA 22201

ATTORNEY DOCKET NUMBER: ESPIAL-0100-X

DOMESTIC REPRESENTATIVE

Name: Jeffrey Smith, Esq of Millen & White, PC
Address Line 1: 2200 Clarendon Boulevard
Address Line 2: Suite 1400
Address Line 4: Arlington, VIRGINIA 22201

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Name: Jeffrey Smith, Esq of Millen & White, PC
Address Line 1: 2200 Clarendon Boulevard
Address Line 2: Suite 1400
Address Line 4: Arlington, VIRGINIA 22201

NAME OF SUBMITTER: Jeffrey A. Smith

Signature: /jas/

Date: 12/30/2010

Total Attachments: 6
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TRADEMARK
REEL: 004445 FRAME: 0076

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**INTELLECTUAL PROPERTY SECURITY AGREEMENT
AS OF THIS 30TH DAY OF DECEMBER, 2010.**

Between: Espial Group Inc.
200 Elgin Street
Suite 900
Ottawa, ON K2P 1L5

(the "Grantor")

and: J.L. Albright IV Venture Fund L.P., J.L. Albright IV Parallel Venture Fund L.P.
and J.L. Albright IV Parallel II Venture Fund L.P.,
1100 René Lévesque
Suite 1313
Montréal, QC H3B 4N4

(the "Secured Parties")

Whereas the Grantor is the proprietor and/or registered owner of Intellectual Property registrations and/or applications set forth on **Schedule A** annexed hereto (the "**Intellectual Property**"); and

Whereas the Grantor and Secured Parties are party to that certain General Security Agreement (the "**General Security Agreement**") dated December 30, 2010, in accordance with which the Grantor has granted to the Secured Parties a security interest in all right, title and interest of the Grantor in and to the Intellectual Property (among other collateral) together with the goodwill of the business symbolized thereby and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "**Collateral**").

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby grant to the Secured Parties a security interest in the Collateral to secure the prompt payment and performance of the Grantor's liabilities and obligations to the Secured Parties as same are described in the General Security Agreement. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Collateral made and granted hereby are those set forth in the General Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein, and those available under applicable law.

IN WITNESS WHEREOF the parties have executed this Agreement.

JL ALBRIGHT IV VENTURE FUND
L.P. BY ITS GENERAL PARTNER,
JLA ULTIMATE IV INC.

by


Name: Pierre Donaldson

Title: Partner

JL ALBRIGHT IV PARALLEL
VENTURE FUND L.P. BY ITS
GENERAL PARTNER, JLA
ULTIMATE IV INC.

by


Name: Pierre Donaldson

Title: Partner

JL ALBRIGHT IV PARALLEL II
VENTURE FUND L.P. BY ITS
GENERAL PARTNER, JLA
ULTIMATE IV INC.

by


Name: Pierre Donaldson

Title: Partner

ESPIAL GROUP INC.

by


Name: Carl Smith

Title: Chief Financial Officer

Espial Group Inc. Signature Page to
IP Security Agreement

IN WITNESS WHEREOF the parties have executed this Agreement.

**J.L. ALBRIGHT IV VENTURE FUND
L.P., BY ITS GENERAL PARTNER,
JLA ULTIMATE IV INC.**

by _____

Name: Pierre Donaldson

Title: Partner

**J.L. ALBRIGHT IV PARALLEL
VENTURE FUND L.P., BY ITS
GENERAL PARTNER, JLA
ULTIMATE IV INC.**

by _____

Name: Pierre Donaldson

Title: Partner

**J.L. ALBRIGHT IV PARALLEL II
VENTURE FUND L.P., BY ITS
GENERAL PARTNER, JLA
ULTIMATE IV INC.**

by _____

Name: Pierre Donaldson

Title: Partner

ESPIAL GROUP INC.

by  _____

Name: Carl Smith

Title: Chief Financial Officer

SCHEDULE A

CANADIAN INTELLECTUAL PROPERTY

Copyrights

No registered copyrights.

Patents

None.

Trademarks

<u>Title</u>	<u>App. No./ Reg. No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Status</u>
ESPIAL MEDIABASE	1,474,517	25-Mar-10		Searched
DEVICETOP	TMA541694	22-Oct-98	28-Feb-01	Registered
ESPIAL	TMA596866	24-Aug-00	08-Dec-03	Registered
ESPIAL DESIGN _	TMA596892	14-Sep-00	09-Dec-03	Registered
EVO	TMA671239	06-Jul-05	25-Aug-06	Registered
ESPIAL ENGAGE	TMA676284	14-Nov-05	03-Nov-06	Registered
FPF	TMA713043	12-Oct-06	28-Apr-08	Registered
SKIN TONES	TMA696788	14-Sep-06	19-Sep-07	Registered

US INTELLECTUAL PROPERTY

Copyrights

No registered copyrights.

Patents

Title	Date	Number	Owner	Status
Method and Apparatus for Running Multiple Java Applications Simultaneously	28-Jan-03	6,513,158	Espial Group Inc.	Issued
Method and Apparatus for Operating a Virtual Keyboard	13-Jan-04	6,677,933	Espial Group Inc.	Issued

Trademarks

Title	App. No./ Reg. No.	Filing Date	Registration Date	Status	Owner
ESPIAL (TYPED DRAWING)	2,345,189	30-Mar-99	25-Apr-00	Registered	Espial Group Inc.
ESPIAL (TYPED DRAWING)	2,353,658	17-Jun-99	30-May-00	Registered	Espial Group Inc.
ESPIAL (Design)	2,665,358	08-Nov-00	24-Dec-02	Registered	Espial Group Inc.
EVO	3,246,638	03-Jan-06	29-May-07	Registered	Espial Group Inc.
ESPIAL ENGAGE	3,362,417	12-May-06	01-Jan-08	Registered	Espial Group Inc.

INTERNATIONAL INTELLECTUAL PROPERTY

Copyrights

No registered copyrights.

Patents

Title	Country	Date	Number	Owner
Electronic Content Processing Systems and Methods	Japan	23-Feb-05	2006-553405	Espial Group Inc.

Trademarks

None.