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2003

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 2-13-03
Gilmore & Associates Learning Systems Inc.

 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Corporation - Canada

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Graham Crawford & Locomotion Holdings Inc.
Internal
Address: _____

Street Address: 2 Bloor Street W., 16th floor
City: Toronto State: ON Zip: M5W 3E2

 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Corporation - Canada

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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 8, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76175289

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Arlene O'Neill
Internal Address: _____

Street Address: Suite 3100, Scotia Plaza
40 King Street West

City: Toronto State: ON Zip: M5H 3Y2

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Eric Armour [Signature] Feb. 4, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:A521

40.00 DP

TRADEMARK
REEL: 002675 FRAME: 0469

**CONFIRMATION OF SECURITY INTEREST IN AND ASSIGNMENT OF
INTELLECTUAL PROPERTY**

RECITALS:

- (a) Gilmore and Associates Learning Systems Inc. (the "Debtor") is the owner of the trade marks set forth in Exhibit "A", the registrations and applications for the trade marks identified therein and the underlying goodwill associated with the trade marks (collectively, the "Trade Marks"); and
- (b) Graham Crawford and Locomotion Holdings Inc. (the "Lenders") have entered into an agreement with the Debtor, as reflected by a separate document entitled the "Security Agreement" dated as of the date hereof by which, in consideration of the provision of certain credit facilities to the Debtor, the Debtor has, among other things, granted to the Lenders a security interest in certain property, including without limitation the Trade Marks, and has made an absolute assignment of the Trade Marks (the "Assignment of the Trade Marks") to the Lenders effective upon the occurrence of an Event of Default.

Now therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor hereby confirms the following: (a) that the foregoing recitals are true and accurate; (b) that all initially capitalized terms used herein shall have the same meaning as set out in the Security Agreement except if otherwise defined herein; (c) the grant by the Debtor to the Lenders of a security interest in and to the Trade Marks; and (d) the grant by the Debtor to the Lenders of the Assignment of the Trade Marks effective upon the occurrence of an Event of Default. The Debtor and the Lenders hereby acknowledge that the following is and shall be satisfactory evidence that the Assignment of the Trade Marks has become effective and is full force and effect: a certificate of either of the Lenders that:

- (i) the Assignment of the Trade Marks is effective as of the date specified in the said certificate;
- (ii) the Lenders have provided notice of the occurrence of an Event of Default under any one or more of subsections (a) through (j), as applicable) of Section 3.1 of the Security Agreement;
- (iii) the Corporation is not entitled to cure such Event of Default, or the Corporation has failed to cure such Event of Default within the time period required; and
- (iv) neither Scott Gilmore nor Graham Crawford is currently an employee of the Corporation.

DATED at Toronto this 8 day of January, 2003.

GILMORE & ASSOCIATES LEARNING
SYSTEMS INC.

By: 
Authorized Signing Officer

DATED at Toronto on this 8 day of January, 2003 before me appeared and the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the corporation identified and referred to herein as the Debtor.


Signature of Notary Public

EXHIBIT "A"

List of Canadian Trademarks:

Registered/Applied For:

1. "OPENING MINDS. CHANGING YOUR WORLD" - trademark application No. 1027190, Registration No. TMA550517 - registered in the name of Gilmore & Associates Learning Systems Inc.
2. "THINK 1" - trademark application No. 1083493, Trademark Registration No. TMA572100 - trademark registered in the name of Gilmore & Associates Learning Systems Inc.
3. "COMPETE TO WIN & DESIGN" - trademark application No. 0787261, Trademark Registration No. TMA461819 - registered in the name of Gilmore & Associates Learning Systems Inc.
4. "DANS LA COURSE POUR GAGNER & DESIGN" - trademark application No. 0787262, Trademark Registration No. TMA461320 - registered in the name of Gilmore & Associates Learning Systems Inc.
5. "BOTTOM LINE INNOVATION" - trademark application No. 0787263, Trademark Registration No. TMA469260 - registered in the name of Gilmore & Associates Learning Systems Inc.

List of U.S. Trademarks:

Registered/Applied For:

1. "THINK 1" - trademark application applied for in the name of Gilmore & Associates Learning Systems Inc. is No. _____

Domestic Representative Designation

Shirley Straffon
19701 Shelborne
Shaker Heights, Ohio
44118