

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shepell FGI LP		06/02/2008	LIMITED PARTNERSHIP: CANADA

RECEIVING PARTY DATA

Name:	Morneau Sobeco Corporation
Street Address:	895 Don Mills Road
Internal Address:	One Morneau Sobeco Centre, Suite 700
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M3C 1W3
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2493743	THE COUNSELING ANNEX
Registration Number:	2486447	THE COUNSELING CONNECTION
Registration Number:	2833736	WS COMPASSPOINT
Registration Number:	2947109	WS E-COUNSELLING
Registration Number:	3110787	WS FAMILY MATTERS
Registration Number:	2929939	WS INFORUM
Registration Number:	2947108	WS INSITE
Registration Number:	3078018	WS LAW MATTERS

CORRESPONDENCE DATA

Fax Number: (202)842-8465
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-842-8400
 Email: DCTrademarks@dbr.com, andrea.engel@dbr.com

OP \$215.00 2493743

Correspondent Name: Mary Pat A. Weyback
Address Line 1: Drinker Biddle & Reath LLP
Address Line 2: 1500 K Street, N.W., Ste. 1100
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

ATTORNEY DOCKET NUMBER: 061522/117261

DOMESTIC REPRESENTATIVE

Name: Mary Pat A. Weyback
Address Line 1: Drinker Biddle & Reath LLP
Address Line 2: 1500 K Street, N.W., Ste. 1100
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

NAME OF SUBMITTER: Andrea L. Engel

Signature: /Andrea L. Engel/

Date: 07/03/2008

Total Attachments: 2
source=SHEPELL assign#page1.tif
source=SHEPELL assign#page2.tif

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, Shepell FGI LP, having a principal business address at c/o Clairvest Group Inc., 22 St. Clair Avenue East, Suite 1700, Toronto, Ontario, M4T 2S3 ("Assignor"), has adopted and is using the trademarks identified in Schedule "A" (the "Trademarks") in the United States and is the owner of the applications and registrations therefor; and

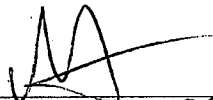
AND WHEREAS, Morneau Sobeco Corporation, having a principal address at One Morneau Sobeco Centre, Suite 700, 895 Don Mills Road, Toronto, Ontario, M3C 1W3 ("Assignee"), is desirous of acquiring all rights, title and interest in and to the Trademarks, the goodwill of the business symbolized thereby, and the registration thereof.

NOW THEREFORE, in consideration of the sum of One dollar (US\$1.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor confirms that it has sold, assigned and transferred, and by these presents does sell, assign and transfer unto the Assignee, its successors and assigns, all right, title and interest in and to the said Trademarks, together with the goodwill associated with the use of the Trademarks in the United States, the same to be held by the Assignee, as fully and effectually as they would have been held by the Assignor had this assignment and sale not been made.

THIS ASSIGNMENT EFFECTIVE as of the 2nd day of JUNE, 2008.

**SHEPELL FGI LP, by its general partner,
SHEPELL FGI GP INC.**

By:


Name: MITCH GREEN
Title: DIRECTOR

By:

Name:
Title:

SCHEDULE "A"

Trademark	Registration No.
THE COUNSELING ANNEX	2493743
THE COUNSELING CONNECTION	2486447
WS COMPASSPOINT	2833736
WS E-COUNSELLING	2947109
WS FAMILY MATTERS	3110787
WS INFORUM	2929939
WS INSITE	2947108
WS LAW MATTERS	3078018