



NUMBER

250,000
SHARES

250,000

Knowledge 2000, Inc.

This Certificate that
 ANTHONY THAYER WALKER RETIREMENT TRUST is the
 registered holder of TWO HUNDRED & FIFTY THOUSAND -- Shares
 transferable only on the books of the Corporation by the holder hereof in
 person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed

30 days

of OCTOBER A.D. 2002

8. Walker

