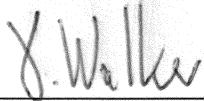


TRANSFER OF ONE MILLION K2000 SHARES TO MATHEW WALKER TRUST

I, Jonathan Walker, hereby transfer from my registered stock, one million Knowledge 2000 shares into the name of Mathew Walker Trust.

- TRUSTEE: Wendy Heald, who is Mathew Walker's legal custodian, is hereby appointed trustee of the transferred shares until Mathew Walker is 35 years old, or Wendy Heald is deceased.
- VOTING RIGHTS: All voting rights of the transferred shares will remain with Jonathan Walker, but will pass to Wendy Heald upon Jonathan Walker's death or to Mathew Walker if both Jonathan Walker and Wendy Heald are deceased.
- CONTACT INFORMATION: All communications with respect to matters related to these shares shall be directed to Wendy Heald (contact information on file).
- SHARE CERTIFICATE: To reflect this transfer, Jonathan Walker has issued a new signed share certificate, to be sent to Wendy Heald upon appropriate recording adjustments to the Knowledge 2000 share registry have been made and the new certificate number entered on the certificate.



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date: 30th October, 2002