

NOTICE OF RELEASE OF SECURITY INTERESTS IN TRADEMARKS,
SERVICE MARKS, PATENTS, COPYRIGHTS AND APPLICATIONS THEREFOR

This Notice of Release of Security Interests in Trademarks, Service Marks, Patents, Copyrights and Applications therefor is made as of December 13, 2000, by FLEET NATIONAL BANK, a national banking association organized under the laws of the United States of America, and having a place of business at 100 Federal Street, Mailstop: 01-08-08, Boston, Massachusetts 02110 (the "Bank") with reference to the following:

WHEREAS, on or about December 27, 1999, RAYMOND KARSAN ASSOCIATES, INC. (the "Borrower") executed and delivered to the Bank, in its capacity as Agent for itself and the Lenders, its Security Agreement ("Security Agreement") granting the Bank security interests in certain collateral described therein for the pro rata benefit of the Lenders under that certain loan agreement as of even date therewith by and between the Borrower, the Bank and said Lenders ("Loan Agreement").

WHEREAS, pursuant to the terms of the Loan Agreement and the Security Agreement, Borrower executed documentation granting the Bank a security interest in certain trademarks, servicemarks, patents and copyrights of Borrower. Such security interest documentation was never recorded with the United States Patent and Trademark Office.

WHEREAS, on or about the date hereof, the obligations or indebtedness of Borrower to the Bank and the Lenders is satisfied. Therefore, Bank no longer holds a security interest in the trademarks, servicemarks, patents and copyrights of Borrower.

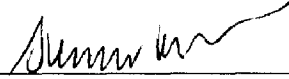
NOW, THEREFORE, for valuable consideration, notice is hereby given that the Bank hereby releases any and all security interest in all of Borrower's trademarks, servicemarks, patents and copyrights and all applications for pending trademarks, servicemarks, patents and copyrights, including, without limitation, the registered trademarks, servicemarks, patents, copyrights and applications therefor listed on Exhibit A attached hereto and incorporated herein by reference.

FLEET NATIONAL BANK, AS AGENT

By: Daniel G. Head Jr.
Name: Daniel G. Head Jr.
Title: Senior Vice President

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

In Boston, on this 12th day of December, 2000, before me personally appeared Daniel G. Head, Jr., a Senior Vice President of Fleet National Bank, to me known and known by me to be the person executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and deed and the free act and deed of said Fleet National Bank.



Notary Public

Print Name: Susan Koulouris

My Commission Expires: 7-24-04

[SEAL]

EXHIBIT A

I. Copyrights acquired in Know It All, Inc. acquisition:

<u>Title</u>	<u>Registration No.</u>	<u>Filing Date</u>
Prove It! Testing System, Version 2.5	109193920	August 5, 1999
Prove It! Testing System, Version 3.2	109194162	August 5, 1999
Prove It! Testing System, Version 4.5	109396688	August 5, 1999
Prove It! and TechTests Clerical and Computer Skills Tests	109194151	August 5, 1999

II. Trademarks acquired in Know It All, Inc. acquisition:

PROVE IT! (Registration No. 2,144,575, 3/17/98), for “computer software for use in connection with testing clerical and computer skills” in International Class 9.

III. Domain Names acquired in Know It All, Inc. acquisition:

callcentertesting.com
gojjo.com
justproveit.com
knowitallinc.com
knowaboutit.com
knowaboutit.net
knowaboutit.org
learningforeducators.com
learningforeducators.net
learningforeducators.org
learnofficeskills.com
powerofknowing.com
pretrainit.com
proveit.com
proveit-tests.com
proveit-tutorials.com
proveit2.com
testdemo.com
yourtesting.com