



SCHEDULE A

<u>Mark</u>	<u>Registration No.</u>
CE Computer – Ed	1,397,996
CE Computer Ed & Design	2,351,087
CE Kids	2,273,675

## TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Lincoln Technical Institute, Inc., a corporation formed under the laws of the state of New Jersey, located at 200 Executive Drive, Suite 340, West Orange, New Jersey 07052 ("Company"), owns the trademarks and trademark applications shown in the attached Schedule A (the "Trademarks"), for which there are recordings or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to IBJ Whitehall Business Credit Corporation, a corporation located at One State Street, New York, NY 10004 ("IBJWBCC"), each of the other financial institutions named in or which hereafter become as party to the Loan Agreement (as hereafter defined) (IBJWBCC and such other financial institutions collectively, the "Lenders") and IBJWBCC as agent for Lenders (IBJWBCC in such capacity "Agent"), pursuant to (i) a certain Revolving Credit and Security Agreement, dated September 13, 1999, among Agent, Lenders and Company and (ii) a certain Trademark Collateral Security Agreement, dated September 13, 1999, made by Company in favor of Agent for the ratable benefit of Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Agent for its benefit and for the ratable benefit of Lenders a continuing security interest and collateral assignment in the Trademarks, the goodwill of the business symbolized by the Trademarks, and the registrations and applications therefor (but excluding any United States intent-to-use trademark application prior to the filing and acceptance of a Statement of Use or an Amendment to Allege Use in connection therewith; such non-excluded applications being the "Applications").

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Agent for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and registrations and Applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements in accordance with the terms and provisions thereof.

Company expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: March 16, 2001

Witness:

  
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LINCOLN TECHNICAL INSTITUTE, INC.

By:   
\_\_\_\_\_

Name: D. Mark Larsen

Title: Vice President and  
Chief Financial Officer

IBJ WHITEHALL BUSINESS CREDIT  
CORPORATION, as Agent

Witness:

By:   
\_\_\_\_\_

Name: Joseph Zautra

Title: Vice President

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