

06-06-2002



To the Honorable Commissioner c

102112899

hed original documents or copy thereof.

1. Name of conveying party(ies):

ExecuTrain Corporation

S-29-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Georgia
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: ET3, LLC
 Internal Address: Suite 450
 Street Address: 2500 Northwinds Parkway
 City: Alpharetta State GA Zip 30004

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Georgia Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: April 29, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
76/384319

B. Trademark Registration No.(s)
1402548, 1721809, 1602997, 1873833, 1871316, 1987595, 2422384, 2198079, 2274276, 2365872

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Daniele E. Bourgeois
 Internal Address: TROUTMAN SANDERS LLP
 Suite 5200
 Street Address: 600 Peachtree Street NE
 City: Atlanta State GA Zip: 30308

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR § 290.00 3.41).....
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Daniele E. Bourgeois

Daniele E. Bourgeois

May 29, 2002

Name of Person Signing

Signature

Date

06/06/2002 LNUELLER 00000049 76384319

Total number of pages including cover sheet, attachments, and document: 3

01 FC1481
02 FC1482

40.00 UP Mail documents to be recorded with required cover sheet information to:
250.00.00 Commissioner of Patent & Trademarks, Box Assignments, Washington, D.C. 20231

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TRADEMARK/ SERVICE MARK ASSIGNMENT

THIS TRADEMARK/ SERVICE MARK ASSIGNMENT AGREEMENT ("Agreement") is executed this 29th day of April, 2002 (the "Closing Date") by and between ExecuTrain Corporation, a Georgia corporation (the "Assignor"), and ET3, LLC, a Georgia limited liability company ("Assignee").

WITNESSETH

WHEREAS, Assignor is the owner of the trademarks and service marks listed on the attached Schedule A (the "Marks"); and

WHEREAS, Assignor is the owner of all right, title and interest in and to the federal applications and registrations for the Marks; and

WHEREAS, Assignee and Assignor desire to enter into this Assignment to effect the transfer of the Marks and the federal applications and registrations pursuant to that certain Asset Purchase Agreement between Assignor, Assignee, ExecuTrain International, Inc. and ExecuTrain Enterprises, Inc. of even date herewith (the "Purchase Agreement");

NOW, THEREFORE, for and in consideration of the premises and the mutual promises hereinafter set forth and for other good and valuable consideration, including the consideration contained in the Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:


1. Transfer and Assignment. Assignor hereby transfers and assigns to Assignee all right, title and interest in and to the Marks and the underlying business identified thereby, together with the goodwill of the business symbolized by the Marks.
2. Further Documentation and Actions. Assignor hereby agrees to execute and deliver to Assignee any further documents and instruments, and to do any and all further acts, deemed necessary by Assignee to vest in Assignee all right, title and interest in and to the Marks, and to enable such right, title and interest to be recorded in the United States Patent and Trademark Office and any other appropriate governmental authority or agency of the United States.

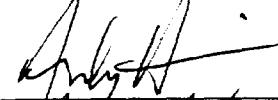
"ASSIGNOR"

"ASSIGNEE"

EXECUTRAIN CORPORATION

ET3, LLC

By: 
Name: PERWALD R. GRAWERT
Title: CEO
Date: 4/29/2002

By: 
Name: Andy Arkins
Title: Member and Chairman
Date: 4/29/2002

SCHEDULE A

<u>Mark</u>	<u>Application/ Registration No.</u>	<u>Registration Date</u>
E-READINESS	2,422,384	January 16, 2001
EXECUTRAIN COURSEWARE ARCHITECT	2,365,872	July 11, 2000
EXECUCHECK	2,274,276	August 21, 1999
VALIDATE!	2,198,079	October 20, 1998
LEARNDATA & Design	1,987,595	July 16, 1996
EXECUTRAIN	1,871,316	January 3, 1995
EXECUTRAIN THE COMPUTER TRAINING LEADER & Design	1,873,833	January 17, 1995
Design only	1,721,809	October 6, 1992
EXECUTRAIN THE COMPUTER TRAINING LEADER & Design	1,602,997	June 19, 1990
EXECUTRAIN	1,402,548	July 22, 1986
THE WAY PEOPLE LEARN	76/384319	N/A