

12-13-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002, Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): SI International Learning, Inc. 2099 Gaither Road, 3rd Floor Rockville, MD 20850
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Wachovia Bank, N.A., as Administrative Agent Internal Address: Street Address: 201 South College Street, CP-23 City: Charlotte State: NC Zip: 28288-0680
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Notice of Grant of Security Interest
Execution Date: November 15, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Moore & Van Allen, PLLC Street Address: 2200 West Main Street Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 02
7. Total fee (37 CFR 3.41) \$ 65.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing December 9, 2002 Date

Total number of pages including cover sheet, attachments, and document: 04

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

12/12/2002 6TON11 00000103 2257685

01 FC:8521 40.00 09 02 FC:8522 25.00 09

TRADEMARK REEL: 002633 FRAME: 0489

TRADEMARKS

<u>Trademark No.</u>	Description of <u>Trademark</u>	<u>Date of Trademark</u>
2,257,685	PEAK PERFORMANCE SOLUTIONS	6/29/99
1,976,570	WPI	5/28/96

TRADEMARK APPLICATIONS

<u>Trademark Application</u> <u>No.</u>	Description of Trademark <u>Applied For</u>	<u>Date of Trademark</u> <u>Application</u>
	None.	

CHAR1:677679\_1

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 15, 2002 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of <u>Trademark</u>	<u>Date of Trademark</u>
2,257,685	PEAK PERFORMANCE SOLUTIONS	6/29/99
1,976,570	WPI	5/28/96


TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	<u>Date of Trademark Application</u>
	None.	

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

SI INTERNATIONAL LEARNING, INC.,  
a Maryland corporation

By:   
Name: Thomas E. Dunn  
Title: Chief Financial Officer and Treasurer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By: \_\_\_\_\_  
Name: Scott Santa Cruz  
Title: Director

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

SI INTERNATIONAL LEARNING, INC.,  
a Maryland corporation

By: \_\_\_\_\_  
Name:  
Title:

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By: Scott Santa Cruz  
Name: Scott Santa Cruz  
Title: Director