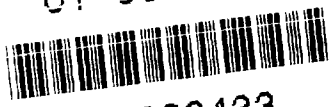


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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office 1-603

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

1. Name of conveying party(ies): ThinQ Learning Solutions, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: GATX Ventures, Inc. Internal Address: Suite 200 Street Address: 3687 Mt. Diablo Blvd. City: Lafayette State: CA Zip: 94549 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other 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 [x] Security Agreement [] Change of Name [] Other Execution Date: 12/27/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/096,051 76/096,948 B. Trademark Registration No.(s) Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: GATX Ventures, Inc. Internal Address: Attn: Legal Department Street Address: 16 Munson Road, 5th Floor City: Farmington State: CT Zip: 06032

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41) \$ 6500 [] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. James W. Shaughnessy, In-House Counsel Name of Person Signing [Signature] Signature 12/30/02 Date

01/07/2003 GTOW11 0000057 76096051 01 FC:8521 02 FC:8522 40.00 OP 25.00 OP

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

TRADEMARK REEL: 2642 FRAME: 0695

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 27, 2002, is executed by THINQ LEARNING SOLUTIONS, INC., a Delaware corporation ("Debtor"), in favor of GATX VENTURES, INC. ("Secured Party").

A. Pursuant to a Venture Loan and Security Agreement dated as of the date hereof (the "Agreement") between Debtor and Secured Party, Secured Party has agreed to extend certain credit facilities to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Trademarks");

C. Pursuant to the Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Secured Party's address is: GATX Ventures, Inc.
 3687 Mount Diablo Blvd., Suite 200
 Lafayette, California 94549

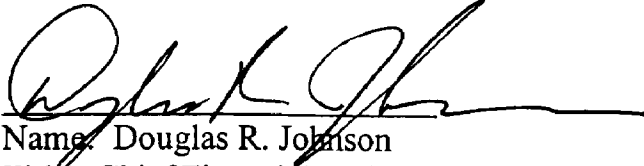
with a copy to:

GATX Ventures, Inc.
16 Munson Road
Farmington, CT 06032

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

THINQ LEARNING SOLUTIONS, INC.

By:



Name: Douglas R. Johnson

Title: Chief Financial Officer, Treasurer & Secretary

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Registration Number	Registration Date
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None.

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

Trademark Application	Application Number	Application Date
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Q and Design	76/096,051	<u>July 25, 2000</u>
THINQ Learning Solutions	76/096,948	July 25, 2000