

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ePREDIX, INC.		08/01/2005	CORPORATION: DELAWARE

## RECEIVING PARTY DATA

Name:	Wells Fargo Bank, N.A., as administrative agent
Street Address:	Sixth & Marquette
Internal Address:	MAC N9305-072
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55479
Entity Type:	National Banking Association: UNITED STATES

## PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2603375	EPREDIX
Registration Number:	2667757	EPREDIX
Registration Number:	2606185	GLOBAL PERSONALITY INVENTORY
Registration Number:	2891930	GPI
Registration Number:	2946923	INTERVIEW EXPERT

## CORRESPONDENCE DATA

Fax Number: (916)329-4900

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 213-629-2020

Email: lpartmann@orrick.com

Correspondent Name: Christine Tognoli

Address Line 1: 777 South Figueroa Street

Address Line 2: Suite 3200

Address Line 4: Los Angeles, CALIFORNIA 90017-5855

900031442

TRADEMARK  
REEL: 003152 FRAME: 0809

CH \$140.00 2603375

NAME OF SUBMITTER:	Christine Tognoli
Signature:	/Christine Tognoli/
Date:	09/02/2005
<p>Total Attachments: 6</p> <p>source=WFB_ePredix_trademarks#page1.tif</p> <p>source=WFB_ePredix_trademarks#page2.tif</p> <p>source=WFB_ePredix_trademarks#page3.tif</p> <p>source=WFB_ePredix_trademarks#page4.tif</p> <p>source=WFB_ePredix_trademarks#page5.tif</p> <p>source=WFB_ePredix_trademarks#page6.tif</p>	

## **GRANT OF SECURITY INTEREST**

### **(TRADEMARKS)**

THIS GRANT OF SECURITY INTEREST, dated as of August 1, 2005, is executed by ePREDIX, INC., a Delaware corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of even date herewith (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among ePredix, Inc., Qwiz, Inc., Personnel Decisions Research Institutes, Inc., ePredix Holdings, Inc., Qwiz Acquisitions Corporation, Qwiz-ePredix Operations Inc., the Lenders and Administrative Agent, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual Property) dated as of August 1, 2005 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

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

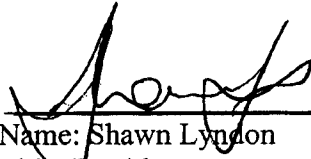
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by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

The Administrative Agent's address is:

Wells Fargo Bank, National Association  
MAC N9305-072  
Sixth & Marquette  
Minneapolis, MN 55479  
Attention: Casey P. Kelly  
Assistant Vice President  
Tel. No. (612) 667-4532  
Fax No. (612) 667-0505

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

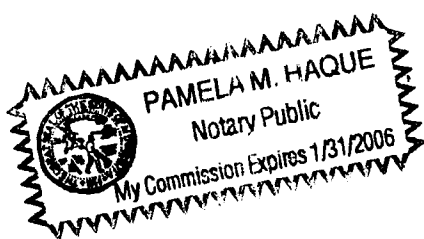
**EPREDIX, INC.**

By:   
Name: Shawn Lyndon  
Title: President

**ALL-PURPOSE ACKNOWLEDGMENT**

STATE OF Minnesota )  
 ) ss.  
COUNTY OF Hennepin )  
On 7/29/05, before me, Pamela Haque, Notary Public,  
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")  
personally appeared Sharon Lyndon,  
Name of Signer(s)

☐ personally known to me – OR – ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Pamela Haque  
Signature of Notary Public

**OPTIONAL**

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

**CAPACITY(IES) CLAIMED BY SIGNER(S)**

- ☐ Individual  
☐ Corporate Officer

Title(s)

- ☐ Partner(s) ☐ Limited  
☐ General  
☐ Attorney-In-Fact  
☐ Trustee(s)  
☐ Guardian/Conservator  
☐ Other: \_\_\_\_\_

Signer is Representing:  
Name of Person(s) or Entity(ies)

**DESCRIPTION OF ATTACHED DOCUMENT**

Title or Type of Document

Number of Pages

Date of Document

Signer(s) Other Than Named Above

**SCHEDULE 1-A AND SCHEDULE 1-B TO GRANT OF SECURITY INTEREST****TRADEMARKS AND TRADEMARK APPLICATIONS****EPREDIX, INC.**

Trademark Report by Mark

Printed: 6/13/2005

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COUNTRY STATUS	REFERENCE# CLASSES	FILED	APPL#	REGDT	REG#
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**CUSTOMER SERVICE AND CLERICAL POTENTIAL INDEX**

UNITED STATES ABANDONED	45034.42.0	6/26/2001	76/277,048		
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**DEVELOPMENTOR**

CANADA ABANDONED	45034.3.5		863508	1/4/2000	TMA520988
EUROPEAN UNION ABANDONED	45034.3.4	12/1/1997	692418	5/10/1999	692418
UNITED STATES ABANDONED	45034.3.6	3/27/1995	74/651,895	7/8/1997	2,077,903

**DEVELOPMENTOR & STYLIZATION**

UNITED STATES ABANDONED	45034.5.0	3/17/1997	75/258,233	6/1/1999	2,250,165
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**EADVISOR**

CANADA ABANDONED	45034.3.2	10/20/2000	1079915		
EUROPEAN UNION ABANDONED	45034.3.1	11/6/2000	1939099		
UNITED STATES ABANDONED	45034.3.0	5/11/2000	76/046,602		
UNITED STATES ABANDONED	45034.3.3				

**EPREDIX**

AUSTRALIA REGISTERED	45034.33.1	4/26/2000	832882	8/29/2002	832882
AUSTRALIA REGISTERED	45034.34.0	10/10/2000	853072	3/10/2003	853072
CANADA REGISTERED	45034.3.13.2	9/21/2000	1075761	11/24/2003	595521
EUROPEAN UNION REGISTERED	45034.35.0	10/3/2000	1884501	6/5/2002	1884501
INDIA PENDING	45034.29.1	11/11/2003	1249314		
JAPAN REGISTERED	45034.31.0	9/25/2002	2002081486	9/19/2003	4711269
MEXICO REGISTERED	45034.30.0	10/11/2002	570252	9/15/2003	807356
UNITED STATES	45034.36.0	10/22/1999	75/828,745	8/6/2002	2,603,375

REGISTERED

**EPREDIX & DESIGN**

AUSTRALIA REGISTERED	45034.39.0	10/10/2000	853073	2/17/2003	853073
CANADA REGISTERED	45034.3.13.3	9/21/2000	1075762	1/16/2004	TMA599720
EUROPEAN UNION REGISTERED	45034.38.0	10/3/2000	1884469	6/5/2002	1884469
UNITED STATES REGISTERED	45034.37.0	6/30/2000	76/082,631	12/31/2002	2,667,757

**GLOBAL PERSONALITY INVENTORY**

UNITED STATES REGISTERED	45034.41.0	6/26/2001	76/277,047	8/6/2002	2,606,185
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**GPI**

UNITED STATES REGISTERED	45034.3.7	2/5/2003	78/211,214	10/5/2004	2,891,930
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**INTERVIEW EXPERT**

UNITED STATES REGISTERED	45034.11.0	3/22/2003	78/228,784	5/3/2005	2,946,923
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**LEADERSHIP INVENTORY**

UNITED STATES ABANDONED	45034.44.0	6/26/2001	76/277,283		
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