

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
Performance Assessment Network, Inc.		04/06/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	LaSalle Bank National Association
Street Address:	One North Brentwood
Internal Address:	Suite 950
City:	Clayton
State/Country:	MISSOURI
Postal Code:	63105
Entity Type:	Administrative Agent:

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	78787116	PAN POWERED
Serial Number:	78793295	I
Serial Number:	78793311	VITA
Serial Number:	76550240	RIGHT PLAYERS
Serial Number:	76571709	CONSOLE
Serial Number:	76571649	+REAL TIME REVIEW
Registration Number:	2638314	
Registration Number:	2661522	PAN BOX
Registration Number:	2619770	PAN
Registration Number:	2641767	PAN PERFORMANCE ASSESSMENT NETWORK
Registration Number:	2611675	PERFORMANCE ASSESSMENT NETWORK
Registration Number:	2975279	VITAL INFORMATION FOR TALENT ASSESSMENT
Registration Number:	3052134	EVERYWHERE YOU NEED IT TO BE

OP \$465.00 78787116

Registration Number:	2986865	BECAUSE THE BEST TEAM WINS
Registration Number:	2892973	POET
Registration Number:	3061556	PAN
Registration Number:	2892974	POET
Registration Number:	3067069	SPORTSTESTING.COM

CORRESPONDENCE DATA

Fax Number: (314)345-6060

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

Phone: 314-345-6000

Email: smurphy@blackwellsanders.com

Correspondent Name: Courtney L. Green

Address Line 1: 720 Olive Street

Address Line 2: 24th Floor

Address Line 4: St. Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER:	714451.6
NAME OF SUBMITTER:	Courtney L. Green
Signature:	/Courtney L. Green/
Date:	04/06/2006

Total Attachments: 5

source=Security.Interest.PAN.to LaSalle#page1.tif

source=Security.Interest.PAN.to LaSalle#page2.tif

source=Security.Interest.PAN.to LaSalle#page3.tif

source=Security.Interest.PAN.to LaSalle#page4.tif

source=Security.Interest.PAN.to LaSalle#page5.tif

GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS, PERFORMANCE ASSESSMENT NETWORK, INC., a Delaware corporation, having its principal offices at 11432 Lackland Road, St. Louis, MO 63146 (the "Grantor") is the owner of all right, title and interest, and all goodwill associated therewith, in, to and under, and therefrom, the patents, copyrights and trademarks and all registrations and applications of the same, all as set forth on Schedule A attached hereto (the "Intellectual Property");

WHEREAS, LASALLE BANK NATIONAL ASSOCIATION, as Administrative Agent (the "Grantee"), having its offices at One North Brentwood, Suite 950, Clayton, Missouri 63105, desires to acquire a security interest and lien on, among other things, all of Grantor's right, title and interest in and to the Intellectual Property; and

WHEREAS, the Grantor is willing to grant to the Grantee a security interest in and lien upon, among other things, all of Grantor's right, title and interest in and to the Intellectual Property.

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, and subject to the terms and conditions of that certain Security Agreement dated on or about the same date herewith, by the Grantor in favor of Grantee (as amended from time to time, the "Security Agreement"), the Grantor hereby grants to the Grantee a security interest in, and a lien upon, among other things, all of Grantor's right, title and interest in, to and under, whether now owned or hereafter acquired or created, (i) all of Grantor's worldwide rights, title and interest in, to and under the Intellectual Property, and any and all goodwill associated therewith; (ii) all cash and noncash proceeds and products of the Intellectual Property, (iii) all of the goodwill of the businesses with which the Intellectual Property are associated and (iv) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Intellectual Property or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Security Agreement) of the Grantor and shall be effective as of the date of the Security Agreement.

This GRANT OF SECURITY INTEREST has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the _____ day of April, 2006.

GRANTOR:

**PERFORMANCE ASSESSMENT NETWORK,
INC., a Delaware corporation**

By: _____

Name: L. Keith Graves

Title: Chief Financial Officer

SCHEDULE A

Performance Assessment Network, Inc.

U.S. Trademarks	Serial No.	Date of Filing	Registration No.	Date Registered
PAN POWERED	78-787116	01/08/2006	<i>pending</i>	<i>pending</i>
I and DESIGN	78-793295	01/17/2006	<i>pending</i>	<i>pending</i>
VITA	78-793311	01/17/2006	<i>pending</i>	<i>pending</i>
RIGHT PLAYERS	76-550240	10/09/2003	n/a	n/a
CONSOLE (Stylized)	76-571709	01/23/2004	n/a	n/a
+REAL TIME REVIEW	76-571649	01/23/2004	n/a	n/a
MISCELLANEOUS DESIGN	76-123040	09/06/2000	2,638,314	10/22/2002
PAN BOX	76-123041	09/06/2000	2,661,522	12/17/2002
PAN	76-123042	09/06/2000	2,619,770	09/17/2002
PAN PERFORMANCE ASSESSMENT NETWORK and DESIGN	76-123159	09/06/2000	2,641,767	10/29/2002
PERFORMANCE ASSESSMENT NETWORK	76-124153	09/06/2000	2,611,675	08/27/2002
VITAL INFORMATION FOR TALENT ASSESSMENT	76-550238	10/09/2003	2,975,279	07/26/2005
EVERYWHERE YOU NEED IT TO BE	76-550239	10/09/2003	3,052,134	01/31/2006
BECAUSE THE BEST TEAM WINS	76-550242	10/09/2003	2,986,865	08/23/2005
POET	76-552061	10/15/2003	2,892,973	10/12/2004
PAN (Stylized)	76-552063	10/15/2003	3,061,556	02/28/2006
POET (Stylized)	76-552064	10/15/2003	2,892,974	10/12/2004
SPORTSTESTING.COM and DESIGN	76-564018	12/08/2003	3,067,069	03/14/2006

International Trademarks	Application No.	Date of Filing	Registration Published	Date Registered
+REAL TIME REVIEW	3949559	07/23/2004	02/03/2006	11/25/2005
CONSOLE (Stylized)	3949625	07/23/2004	<i>pending</i>	<i>pending</i>
OPEN CONTENT	3947793	07/23/2004	01/30/2006	11/21/2005
PAN	3652419	02/06/2004	09/05/2005	07/01/2005
PAN (Stylized)	3652427	02/06/2004	12/20/2005	10/18/2005
SPORTSTESTING.COM	3643756	02/02/2004	08/09/2005	07/04/2005
VITA	3588977	12/18/2003	08/30/2005	07/14/2005

Patent (Title)	Application Number	Date of Filing	Patent Number	Type	Date Issued
TEST ADMINISTRATION SYSTEM USING THE INTERNET	09/757,989	01/10/2001	6681098	Continuation of U.S. Provisional Application No. 60/175,529 filed on 01/11/2000.	01/20/2004
TEST ADMINISTRATION SYSTEM USING THE INTERNET	10/757,223	01/14/2004	6996367	Continuation of U.S. application Ser. No. 09/757,989.	02/07/2006
TEST ADMINISTRATION SYSTEM USING THE INTERNET	11/000,016	11/30/2004	6999714	Continuation of U.S. application Ser. No. 10/757,223.	02/14/2006
SYSTEM AND METHOD FOR EVALUATING TALENT AND PERFORMANCE	11/108,551	04/18/2005	<i>pending</i>	Utility application	<i>pending</i>
TEST ADMINISTRATION SYSTEM USING THE INTERNET	11/234,953	09/26/2005	<i>pending</i>	Continuation of U.S. application Ser. No. 10/757,223.	<i>pending</i>

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 6th day of April, 2006.

GRANTOR:

**PERFORMANCE ASSESSMENT NETWORK,
INC., a Delaware corporation**

By: 

Name: L. Keith Graves

Title: Chief Financial Officer