

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
TECHSKILLS LLC		08/21/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	MARQUETTE CAPITAL FUND I, LP
Street Address:	60 South Sixth Street
Internal Address:	Suite 3230
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78198265	EDGIA
Serial Number:	78198271	THE KNOWLEDGE TRANSFER COMPANY
Serial Number:	76035663	ENETMANAGER
Serial Number:	76035102	ENETINSTRUCTOR
Serial Number:	78591392	CAREERFORGE

CORRESPONDENCE DATA

Fax Number: (414)298-8097
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 414-298-8137
 Email: klee@reinhartlaw.com
 Correspondent Name: Kent A. Lee
 Address Line 1: 1000 North Water Street
 Address Line 2: Suite 2100
 Address Line 4: Milwaukee, WISCONSIN 53202

CH \$140.00 78198265

ATTORNEY DOCKET NUMBER:	9753
NAME OF SUBMITTER:	Kent A. Lee
Signature:	/kent a. lee/
Date:	01/09/2007
Total Attachments: 4 source=TechSkills#page1.tif source=TechSkills#page2.tif source=TechSkills#page3.tif source=TechSkills#page4.tif	

NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is made the 21st day of August, 2006 by and between MARQUETTE CAPITAL FUND I, LP, a Delaware limited partnership, in its capacity as collateral agent (in such capacity, the "Collateral Agent") for the Investors (as defined below) and TECHSKILLS LLC, a Delaware limited liability company (the "Company").

The Company and the Collateral Agent acknowledge the following:

A. Pursuant to a Senior Subordinated Loan and Investment Agreement dated as of the date hereof, Marquette Capital Fund I, LP, Chrysalis Techskills Investment Corporation and the investors from time to time party thereto (collectively with Marquette Capital Fund I, LP and Chrysalis Techskills Investment Corporation, the "Investors") have purchased, and the Company has sold, senior subordinated notes and warrants on the terms and conditions set forth therein.

B. The Company and the Collateral Agent have executed a Subordinated Security and Pledge Agreement dated as of the date hereof (the "Security Agreement").

C. The Company owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks have been granted by, or applications therefor are pending before, the United States Patent and Trademark Office.

D. The Company has granted to the Investors a security interest in the Trademarks on the terms and conditions set forth in the Security Agreement.

E. Pursuant to the Security Agreement, the Company has granted to the Investors a security interest in and to all of the Trademarks and applications therefor, now owned or from time to time after the date hereof owned or acquired by the Company, and in and to all proceeds and benefits thereof.

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IN WITNESS WHEREOF, the parties have executed this Notice of Security Interest in Trademarks as of the date first written above.

Address:
108 Wild Basin Road #310
Austin, TX 78746

TECHSKILLS LLC

BY Kevin Paulsen
Name: Kevin Paulsen
Title: President and CEO

MARQUETTE CAPITAL FUND I, LP

BY MARQUETTE CAPITAL PARTNERS,
LLC, its general partner

Address:
60 South Sixth Street, Suite 3230
Minneapolis, MN 55402

BY _____
Name: _____
Title: _____

Signature Page to Notice of Security Interest in Trademarks

IN WITNESS WHEREOF, the parties have executed this Notice of Security Interest in Trademarks as of the date first written above.

TECHSKILLS LLC

Address:

108 Wild Basin Road #310
Austin, TX 78746

BY _____

Name: _____

Title: _____

MARQUETTE CAPITAL FUND I, LP

BY MARQUETTE CAPITAL PARTNERS,
LLC, its general partner

Address:

60 South Sixth Street, Suite 3230
Minneapolis, MN 55402

BY 

Name: Gregory T. Dames

Title: Managing Member

Signature Page to Notice of Security Interest in Trademarks

TRADEMARK
REEL: 003457 FRAME: 0645

EXHIBIT A

U.S. PATENTS

Title	Serial No.	Registration No.	Registration Date
EDGIA	78/198,265	2,862,569	07/13/2004
THE KNOWLEDGE TRANSFER COMPANY	78/198,271	3,024,842	12/06/2005
eNETMANAGER	76/035,663	2,433,681	03/06/2001
eNETINSTRUCTOR	76/035,102	2,526,890	01/08/2002
CAREERFORGE	78/591,392	N/A	N/A

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