

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                   |
|------------------------------|-------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT    |
| <b>NATURE OF CONVEYANCE:</b> | SECURITY INTEREST |

**CONVEYING PARTY DATA**

| Name                                      | Formerly | Execution Date | Entity Type                         |
|---|----------|----------------|-------------------------------------|
| Jones and Bartlett Publishers, LLC        |          | 05/21/2008     | LIMITED LIABILITY COMPANY: DELAWARE |
| Assessment Technologies Institute, L.L.C. |          | 05/21/2008     | LIMITED LIABILITY COMPANY: DELAWARE |

**RECEIVING PARTY DATA**

|                        |  |
|------------------------|--|
| <b>Name:</b>           | General Electric Capital Corporation, as Agent |
| <b>Street Address:</b> | 201 Merritt 7                                  |
| <b>City:</b>           | Norwalk  |
| <b>State/Country:</b>  | CONNECTICUT                                    |
| <b>Postal Code:</b>    | 06856-5201                                     |
| <b>Entity Type:</b>    | CORPORATION: DELAWARE                          |

**PROPERTY NUMBERS Total: 24**

| Property Type        | Number   | Word Mark                         |
|----------------------|----------|-----------------------------------|
| Registration Number: | 2386748  | JONES AND BARTLETT                |
| Registration Number: | 3078542  | ASSESSMENT TECHNOLOGIES INSTITUTE |
| Registration Number: | 3072774  | CONTENT MASTERY SERIES            |
| Registration Number: | 3128212  | ASSESSMENT-DRIVEN REVIEW          |
| Registration Number: | 3091102  | ATI-PLAN                          |
| Registration Number: | 3067448  | TEAS                              |
| Registration Number: | 3075605  | RN RAPID PREDICTOR                |
| Registration Number: | 3072773  | RN COMPREHENSIVE PREDICTOR        |
| Registration Number: | 3084449  | PN COMPREHENSIVE PREDICTOR        |
| Serial Number:       | 78612237 | VIRTUAL-ATI                       |
| Serial Number:       | 78792455 | MODRN NURSE                       |
| Serial Number:       | 78792486 | MODRN NURSE MAGAZINE              |

OP \$615.00 2386748

|                |          |   |
|----------------|----------|---|
| Serial Number: | 78792489 | MODRN NURSE CAREERS                               |
| Serial Number: | 78792493 | MODERN NURSE                                      |
| Serial Number: | 78817682 | CAI   |
| Serial Number: | 78898972 | COLLEGE ASSESSMENT INSTITUTE                      |
| Serial Number: | 78824591 | CAI COLLEGE ASSESSMENT INSTITUTE                  |
| Serial Number: | 78898923 | ATI NURSE NOTES                                   |
| Serial Number: | 78899223 | FOCUSED REVIEW                                    |
| Serial Number: | 77025587 | ATI-COLA  |
| Serial Number: | 77025599 | ATI HEALTHCARE                                    |
| Serial Number: | 77034341 | GOAL  |
| Serial Number: | 77034371 | GENERAL EDUCATION OUTCOMES ASSESSMENT OF LEARNING |
| Serial Number: | 77122574 | ATI TESTING                                       |

**CORRESPONDENCE DATA**

Fax Number: (312)993-9767  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 312-993-2698  
Email: magdalini.rizakos@lw.com  
Correspondent Name: Magdalini Rizakos c/o Latham & Watkins  
Address Line 1: 233 South Wacker Drive, Suite 5800  
Address Line 4: Chicago, ILLINOIS 60606

|                    |                   |
|--------------------|-------------------|
| NAME OF SUBMITTER: | Magdalini Rizakos |
| Signature:         | /mr/              |
| Date:              | 05/22/2008        |

**Total Attachments: 9**  
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*Trademark Security Agreement*

Trademark Security Agreement, dated as of May 21, 2008 by JONES AND BARTLETT PUBLISHERS, LLC, and ASSESSMENT TECHNOLOGIES INSTITUTE, LLC (individually, a "Grantor", and, collectively, the "Grantors"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, in its capacity as agent pursuant to the Credit Agreement (in such capacity, the "Agent").

**W I T N E S S E T H:**

Whereas, the Grantors are party to a Guaranty and Security Agreement dated as of May 21, 2008 (the "Security Agreement") in favor of the Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

Now, Therefore, in consideration of the premises and to induce the Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantors hereby agree with the Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Grantor:

- (a) Trademarks of such Grantor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Agent pursuant to the Security Agreement and Grantors hereby acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Obligations and termination of the Security Agreement, the Agent shall execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any

party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

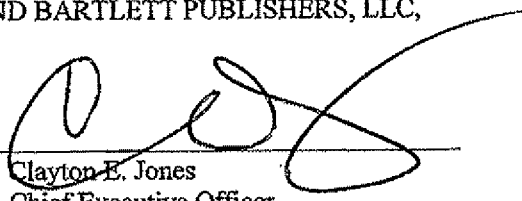
*[Signature page follows]*

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

JONES AND BARTLETT PUBLISHERS, LLC,  
as Grantor

By: \_\_\_\_\_

  
Name: Clayton E. Jones  
Title: Chief Executive Officer

ASSESSMENT TECHNOLOGIES INSTITUTE,  
L.L.C., as Grantor

By: \_\_\_\_\_

Name: Stephen Fredette  
Title: Chief Executive Officer

[Signature Page to Trademark Security Agreement]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

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as Grantor

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Name: Clayton E. Jones  
Title: Chief Executive Officer

ASSESSMENT TECHNOLOGIES INSTITUTE,  
L.L.C., as Grantor

By: \_\_\_\_\_  
Name: Stephen Fredette  
Title: Chief Executive Officer

[Signature Page to Trademark Security Agreement]

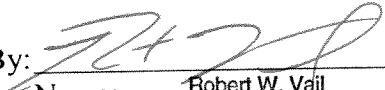
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TRADEMARK

REEL: 003781 FRAME: 0616

AGREED TO AND ACCEPTED:

GENERAL ELECTRIC CAPITAL CORPORATION,  
as Agent

By:   
Name: Robert W. Vail  
Title: Duly Authorized Signatory

*SCHEDULE I*  
*to*  
*TRADEMARK SECURITY AGREEMENT*  
*TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS*

Trademark Registrations:

a. Jones and Bartlett Publishers, LLC

| OWNER                              | REGISTRATION NUMBER | NAME               |
|------------------------------------|---------------------|--------------------|
| Jones and Bartlett Publishers, LLC | 2386748             | Jones and Bartlett |

b. Assessment Technologies Institute, L.L.C.

See attached.

Trademark Applications:

a. Jones and Bartlett Publishers, LLC

None.

b. Assessment Technologies Institute, L.L.C.

See attached.



| Assessment Technologies Institute, LLC |               |  |                                     |   |  |                          |
|--|---------------|--|-------------------------------------|---|--|--------------------------|
| <u>Dkt. No.</u>                        | <u>Status</u> | <u>Trademark</u>   | <u>Filing/Issue Date</u>            | <u>Class(es)/Goods &amp; Services</u>   | <u>Status</u>                                    | <u>Renewal Date</u>      |
| 34638                                  | Registered    | ASSESSMENT TECHNOLOGIES INSTITUTE<br>APP. NO. 78/375,590<br>REG. NO. 3,078,542 | Filed 2/27/2004 Issued<br>4/11/2006 | 9: DVDs featuring reviews of standardized tests in the fields of nursing and related health;<br>16: tests and manuals in the fields of nursing and related health;<br>41: educational admission testing, testing review courses for state examination and administrative testing services in the fields of nursing and related health   | Registered -- 4/11/2006                          | 4/11/2011 -<br>4/11/2012 |
| 34639                                  | Registered    | CONTENT MASTERY SERIES<br>APP. NO. 78/375,574<br>REG. NO. 3,072,774            | Filed 2/27/2004 Issued<br>3/28/2006 | 16: textbooks, printed tests, and other printed educational materials all in the field of nursing and allied health;<br>41: educational testing in the fields of nursing and allied health in printed and web-based formats; standardized testing in the fields of nursing and allied health in printed and web based formats   | Registered - 3/28/2006                           | 3/28/2011 -<br>3/28/2012 |
| 34640                                  | Registered    | ASSESSMENT-DRIVEN REVIEW<br>APP. NO. 78/374,933<br>REG. NO. 3,128,212          | 2/26/2004                           | 41: educational testing and review services in the fields of nursing and allied health topics   | Registered on the Supplemental Register 8/8/2006 | 8/8/2011 -<br>8/8/2012   |
| 34641                                  | Registered    | ATI-PLAN<br>APP. NO. 78/374,847<br>REG. NO. 3,091,102                          | Filed 2/26/2004 Issued<br>5/9/2006  | 9: DVDs, audio tapes, CD-ROMs and video recordings of lectures, text reviews and web-based testing in the fields of nursing and related health fields;<br>16: printed educational materials in the nature of a comprehensive examination review in the fields of nursing and related health fields;<br>41: educational testing and review courses for state examinations in the fields of nursing and related health fields | Registered -- 5/9/2006                           | 5/9/2011 -<br>5/9/2011   |
| 34642                                  | Registered    | TEAS<br>APP. NO. 78/375,578<br>REG. NO. 3,067,448                              | Filed 2/27/2004 Issued<br>3/14/2006 | 16: printed materials, namely, a comprehensive examination in the fields of nursing and allied health;<br>41: preparing, administering, and scoring standardized tests for schools and hospitals in web-based printed formats   | Registered - 3/14/2006                           | 3/14/2011 -<br>3/14/2012 |
| 34643                                  | Registered    | RN RAPID PREDICTOR<br>APP. NO. 78/375,568<br>REG. NO. 3,075,605                | Filed 2/27/2004 Issued<br>4/4/2006  | 16: printed materials, namely, a comprehensive examination in the fields of nursing and allied health;<br>41: preparing, administering, and scoring standardized tests for schools and hospitals in printed formats and via the internet  | Registered -- 4/4/2006                           | 4/11/2011 -<br>4/11/2012 |

| <u>Dkt. No.</u> | <u>Status</u> | <u>Trademark</u>  | <u>Filing/Issue Date</u>            | <u>Class(es)/Goods &amp; Services</u>   | <u>Status</u>  | <u>Renewal Date</u>          |
|-----------------|---------------|---|-------------------------------------|---|--|------------------------------|
| 34644           | Registered    | RN COMPREHENSIVE PREDICTOR<br>APP. NO. 78/375,572<br>REG. NO. 3,072,773 | Filed 2/27/2004 Issued<br>3/28/2006 | 41: preparing, administering, and scoring tests for schools and hospitals in web-based and printed formats  | Registered - 3/28/2006   | 3/28/2006 -<br>3/28/2012     |
| 34645           | Registered    | PN COMPREHENSIVE PREDICTOR<br>APP. NO. 78/375,579<br>REG. NO. 3,084,449 | 2/27/2004                           | 16: printed materials, namely, a comprehensive examination in the fields of nursing and allied health;<br>41: preparing, administering, and scoring standardized tests for schools and hospitals in web-based and printed formats   | Registered 04-25-2006  | 4/25/2011<br>-<br>04-25-2012 |
| 34650           | Pending       | VIRTUAL-ATI<br>APP. NO. 78/612,237<br>REG. NO.                          | 4/19/2005                           | 41: educational services, namely, providing instructor assisted tutorial sessions and courses for test preparation in the field of nursing via the internet   | Statement of Use Accepted on<br>5/2/2007. Will register in 3-4 months  |                              |
| 36484           | Pending       | MODRN NURSE<br>APP. NO. 78/792,455<br>REG. NO.                          | 1/16/2006                           | 16: printed publications, featuring information in the field of nursing and allied health;<br>41: online publications, featuring information in the field of nursing and allied health  | Statement of Use due 6/19/2007   |                              |
| 36489           | Pending       | MODRN NURSE MAGAZINE<br>APP. NO. 78/792,486<br>REG. NO.                 | 1/16/2006                           | 16: printed publications, featuring information in the field of nursing and allied health;<br>41: online publications, featuring information in the field of nursing and allied health  | Statement of Use due 6/19/2007   |                              |
| 36490           | Pending       | MODRN NURSE CAREERS<br>APP. NO. 78/792,489<br>REG. NO.                  | 1/16/2006                           | 41: computer services, namely, providing a web site featuring information in the field of instruction for nursing and allied health;<br>42: computer services, namely, providing a web site featuring information in the field of nursing and allied health   | Statement of Use due 6/19/2007   |                              |
| 36491           | Pending       | MODERN NURSE<br>APP. NO. 78/792/493<br>REG. NO.                         | 1/16/2006                           | 16: printed publications, featuring information in the field of nursing and allied health;<br>41: online publications, featuring information in the field of nursing and allied health; computer services, namely, providing a web site featuring information in the field of instruction for nursing and allied health;<br>42: computer services, namely, providing a web site featuring information in the field of nursing and allied health education | Statement of Use due 7/9/2007  |                              |
| 37007           | Pending       | CAI<br>APP. NO. 78/817,682<br>REG. NO.                                  | 2/17/2006                           | 41: assessment of and data management of general secondary education outcomes, namely, competencies in college studies; analyzing education test scores and data for others   | Application will be published for<br>opposition approximately 7/1/2007 |                              |

| <u>Dkt. No.</u> | <u>Status</u> | <u>Trademark</u>  | <u>Filing/Issue Date</u> | <u>Class(es)/Goods &amp; Services</u>  | <u>Status</u>   | <u>Renewal Date</u> |
|-----------------|---------------|---|--------------------------|--|---|---------------------|
| 37012           | Pending       | COLLEGE ASSESSMENT INSTITUTE<br>APP. NO. 78/898,972<br>REG. NO.                         | 6/2/2006                 | 41: assessment of and data management of general secondary education outcomes, namely, competencies in college studies; analyzing education test scores and data for others  | Filed Office Action response 4/26/2007. No current deadline.                    |                     |
| 37019           | Pending       | CAI COLLEGE ASSESSMENT INSTITUTE<br>(and design)<br>APP. NO. 78/824,591<br>REG. NO.     | 2/27/2006                | 41: assessment of and data management of general secondary education outcomes, namely, competencies in college studies; analyzing education test scores and data for others  | Filed Office Action response 4/26/2007. No current deadline.                    |                     |
| 37067           | Pending       | ATI NURSE NOTES<br>APP. NO. 78/898/923<br>REG. NO.                                      | 6/2/2006                 | 016: Printed materials including a comprehensive examination review in the field of nursing.   | Application was suspended on 5/7/2007.  |                     |
| 37068           | Pending       | FOCUSED REVIEW<br>APP. NO. 78/899,223<br>REG. NO.                                       | 6/2/2006                 | 041: Educational review services in the field of nursing and allied health topics.   | Approved for publication. Will be published for opposition approximately 7/9/07 |                     |
| 37649           | Pending       | ATI-COLA<br>APP. NO. 77/025,587<br>REG. NO.   | 10/20/2006               | 35: providing individuals in the nursing field with cost-of-living data by means of a global computer network  | Will be published for opposition on May 29, 2007                                |                     |
| 37657           | Pending       | ATI HEALTHCARE<br>APP. NO. 77/025,599<br>REG. NO.                                       | 10/20/2006               | 9-DVDs, audio tapes, cd-roms and visual recordings of lectures, continuing education courses, and text reviews in the fields of nursing and allied health<br><br>16-For printed materials, including a comprehensive examination review in the fields of nursing and allied health and practice tests  | Office Action Response due 9/7/2007   |                     |
| 37712           | Pending       | GOAL<br>APP. NO. 77/034,341<br>REG. NO.   | 11/1/2006                | 41: assessment of and data management of general secondary education outcomes, namely, competencies in college studies; analyzing education test scores and data for others  | Office Action Response due 9/22/2007  |                     |
| 37713           | Pending       | GENERAL EDUCATION OUTCOMES<br>ASSESSMENT OF LEARNING<br>APP. NO. 77/034,371<br>REG. NO. | 11/1/2006                | 41: assessment of and data management of general secondary education outcomes, namely, competencies in college studies; analyzing education test scores and data for others  | Office Action Response due 10/5/2007  |                     |
| 38082           | Pending       | ATI TESTING<br>APP. NO. 77/122,574<br>REG. NO.  | 3/5/2007                 | 41: DVDs featuring reviews of standardized tests in the fields of nursing and related health, in IC 9; Tests and manuals in the fields of nursing and related health, in IC 16; and Educational admission testing, testing review courses for state examinations and administrative testing services in the fields of nursing and related health | Newly filed application. Not assigned to an examining attorney yet.             |                     |