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
ESI International, Incorporated		09/30/2013	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	General Electric Capital Corporation, as Administrative Agent
Street Address:	500 West Monroe Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60661
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	3020363	BAAPPRAISE
Registration Number:	3037809	BAAPPRAISE A KNOWLEDGE APPRAISAL
Registration Number:	2186364	ESI INTERNATIONAL
Registration Number:	3050781	ESI INTERNATIONAL BUILDING TALENT, DRIVI
Registration Number:	3843746	ESI'S REAL-TIME SOURCE
Registration Number:	3296796	MYESI
Registration Number:	3380907	PMAPPRAISE
Registration Number:	2356080	PMAPPRAISE: A KNOWLEDGE AND SKILLS ASSES
Registration Number:	2490301	PROJECTFOCUS
Registration Number:	2494647	PROJECTFOCUS: A PROJECT MANAGEMENT METHO
Registration Number:	2429496	PROJECTFRAMEWORK
Registration Number:	2432071	PROJECTFRAMEWORK A PROJECT MANAGEMENT MA
Registration Number:	2626892	RAM
Serial Number:	78477065	BAAPPRAISE

CH $790.00 3020363

Serial Number:	78477126	BAAPPRAISE A KNOWLEDGE APPRAISAL
Serial Number:	75109233	ESI INTERNATIONAL
Serial Number:	78558562	ESI INTERNATIONAL BUILDING TALENT, DRIVI
Serial Number:	77762398	ESI'S REAL-TIME SOURCE
Serial Number:	77079573	MYESI
Serial Number:	77201029	PMAPPRAISE
Serial Number:	75505478	PMAPPRAISE: A KNOWLEDGE AND SKILLS ASSES
Serial Number:	76000911	PROJECTFOCUS
Serial Number:	75505477	PROJECTFOCUS: A PROJECT MANAGEMENT METHO
Serial Number:	75798010	PROJECTFRAMEWORK
Serial Number:	75548113	PROJECTFRAMEWORK A PROJECT MANAGEMENT MA
Serial Number:	76209308	RAM
Serial Number:	85518856	LEARN FAST. GET RESULTS.
Serial Number:	85518853	SKILLSHARKS
Serial Number:	85518854	SKILLSHARKS
Serial Number:	85518857	SKILLSHARKS LEARN FAST. GET RESULTS.
Serial Number:	85702815	UGLY PROJECTS

CORRESPONDENCE DATA

Fax Number: 3129021061

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 312.577.8034
Email: oscar.ruiz@kattenlaw.com
Correspondent Name: Oscar Ruiz c/o Katten Muchin Rosenman
Address Line 1: 525 West Monroe Street
Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	207170-556
NAME OF SUBMITTER:	Oscar Ruiz
Signature:	/Oscar Ruiz/
Date:	10/01/2013

Total Attachments: 7
source=Trademark Security Agreement by ESI International#page1.tif
source=Trademark Security Agreement by ESI International#page2.tif
source=Trademark Security Agreement by ESI International#page3.tif
source=Trademark Security Agreement by ESI International#page4.tif
source=Trademark Security Agreement by ESI International#page5.tif

source=Trademark Security Agreement by ESI International#page6.tif
source=Trademark Security Agreement by ESI International#page7.tif

Trademark Security Agreement

Trademark Security Agreement, dated as of September 30, 2013, by ESI International Incorporated, a Virginia corporation (the "Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, in its capacity as Administrative Agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent").

WITNESSETH:

Whereas, the Grantor has executed that certain Joinder Agreement, dated as of the date hereof (the "Joinder") pursuant to which it became a party to that certain Guaranty and Security Agreement dated as of November 20, 2012 (as amended, restated, amended and restated or otherwise modified form time to time, the "Security Agreement") in favor of the Administrative Agent pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

Now, therefore, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantor hereby agrees with the Administrative 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. Grantor hereby pledges and grants to the Administrative 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 the Grantor:

(a) Trademarks of the Grantor listed on Schedule I attached hereto;

(b) all Goodwill associated with such Trademarks (other than Excluded Property); 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 Administrative Agent pursuant to the Joinder and the Security Agreement and Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative 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 Administrative Agent shall execute, acknowledge, and deliver to the Grantor 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.

TRADEMARK
REEL: 005121 FRAME: 0063

[Signature pages follow]

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

Very truly yours,

ESI INTERNATIONAL, INCORPORATED

By:_____

Name: Calvin Quan
Title: Treasurer

AGREED TO AND ACCEPTED:

GENERAL ELECTRIC CAPITAL CORPORATION,
as Administrative Agent

By: _____
Name: Amy L. Krebs
Title: Duly Authorized Signatory

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
ESI International	3020363	BAAPPRAISE
ESI International	3037809	BAAPPRAISE A KNOWLEDGE APPRAISAL
ESI International	2186364	ESI INTERNATIONAL
ESI International	3050781	ESI INTERNATIONAL BUILDING TALENT, DRIVING RESULTS
ESI International	3843746	ESI'S REAL-TIME SOURCE
ESI International	3296796	MYESI
ESI International	3380907	PMAPPRAISE
ESI International	2356080	PMAPPRAISE: A KNOWLEDGE AND SKILLS ASSESSMENT
ESI International	2490301	PROJECTFOCUS
ESI International	2494647	PROJECTFOCUS: A PROJECT MANAGEMENT METHODOLOGY
ESI International	2429496	PROJECTFRAMEWORK
ESI International	2432071	PROJECTFRAMEWORK A PROJECT MANAGEMENT MATURITY MODEL
ESI International	2626892	RAM
ESI International, Inc.	PENDING	LEARN FAST. GET RESULTS.

OWNER	REGISTRATION NUMBER	TRADEMARK
ESI International, Inc.	PENDING	SKILLSHARKS
ESI International, Inc.	PENDING	SKILLSHARKS skillsharks
ESI International, Inc.	PENDING	SKILLSHARKS LEARN FAST. GET RESULTS. skillsharks Learn Fast. Get Results.
ESI International, Inc.	PENDING	UGLY PROJECTS

Trademark Applications:

OWNER	APPLICATION NUMBER	TRADEMARK
ESI International	78477065	BAAPPRAISE
ESI International	78477126	BAAPPRAISE A KNOWLEDGE APPRAISAL
ESI International	75109233	ESI INTERNATIONAL
ESI International	78558562	ESI INTERNATIONAL BUILDING TALENT, DRIVING RESULTS ESI INTERNATIONAL
ESI International	77762398	ESI'S REAL-TIME SOURCE
ESI International	77079573	MYESI MyESI
ESI International	77201029	PMAPPRAISE
ESI International	75505478	PMAPPRAISE: A KNOWLEDGE AND SKILLS ASSESSMENT
ESI International	76000911	PROJECTFOCUS

OWNER	APPLICATION NUMBER	TRADEMARK
ESI International	75505477	PROJECTFOCUS: A PROJECT MANAGEMENT METHODOLOGY
ESI International	75798010	PROJECTFRAMEWORK
ESI International	75548113	PROJECTFRAMEWORK A PROJECT MANAGEMENT MATURITY MODEL
ESI International	76209308	RAM
ESI International, Inc.	85518856	LEARN FAST. GET RESULTS.
ESI International, Inc.	85518853	SKILLSHARKS
ESI International, Inc.	85518854	SKILLSHARKS skillsharks
ESI International, Inc.	85518857	SKILLSHARKS LEARN FAST. GET RESULTS. skillsharks Learn Fast. Get Results.
ESI International, Inc.	85702815	UGLY PROJECTS