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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TRADEMARK FEE PROCESS.
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/29/1999 JSHABAZZ 00000091 1164089

FOR OFFICE USE ONLY

01 FC:481	40.00 OP
02 FC:482	175.00 OP
03 FC:998	10.00 OP

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TRADEMARK
REEL: 1875 FRAME: 0831

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,164,089"/>	<input type="text" value="1,202,574"/>	<input type="text" value="1,098,369"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,156,344"/>	<input type="text" value="1,153,895"/>	<input type="text" value="1,022,888"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,233,392"/>	<input type="text" value="1,090,872"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Robert W. Sacoff
Name of Person Signing

Robert W. Sacoff
Signature

03/10/99
Date Signed

RELEASE OF TRADEMARKS

THIS RELEASE dated as of February 26, 1999 by Sanwa Business Credit Corporation, a Delaware corporation, as hereinafter described;

W i t n e s s e t h:

WHEREAS, Sanwa Business Credit Corporation, a Delaware corporation ("**Lender**"), and The Roach Organization ("**Roach**") are parties to a certain Trademark Security Agreement dated as of March 5, 1997 which was recorded in the United States Patent and Trademark Office on March 10, 1997 at Reel 1562 Frames 0978 through 0978, inclusively (the "**Assignment**"), pursuant to which Roach granted a security interest in and collateral assignment of certain trademarks listed on Attachment I hereto and certain other property (collectively the "**Trademarks**"), among other things, as security for Roach's obligations, indebtedness and liabilities to the Lender (collectively, the "**Obligations**") and owing under that certain Amended and Restated Loan and Security Agreement dated as of March 5, 1997 between Roach, TRO Learning (Canada), Inc. and the Lender; and

WHEREAS, Roach satisfied the Obligations and requested that the Lender release its security interests in the Trademarks and reassign the same to Roach;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

The Lender hereby releases its security interests in and collateral assignment of, to Roach, without any representation, warranty, recourse or undertaking by the Lender, all of its right, title and interest, if any, in and to:

(i) Each Trademark and each Trademark application listed on Attachment I hereto and made a part hereof, including without limitation all renewals thereof, all proceeds thereof (such as, by way of example, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements thereof, and all rights corresponding thereto throughout the world;

(ii) The goodwill of the business to which each of the Trademarks relates.

IN WITNESS WHEREOF, the Lender has caused this Release to be duly executed by its duly authorized officer as of the day and year first above written.

SANWA BUSINESS CREDIT CORPORATION

By: *Robert C. Bartkowiak*
Name: ROBERT BARTKOWICZ
Title: VICE PRESIDENT

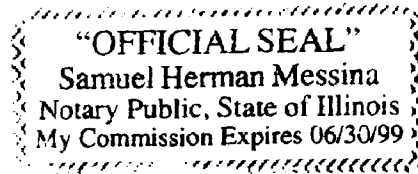
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

ON THIS 25th DAY OF FEBRUARY, 1999 BEFORE ME PERSONALLY APPEARED Robert C. Barthowicz TO ME KNOWN TO BE THE INDIVIDUAL WHO EXECUTED THE FOREGOING INSTRUMENT AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME AS THE DULY AUTHORIZED OFFICER ABOVE DESIGNATED OF SANWA BUSINESS CREDIT CORPORATION.

Samuel Herman Messina
NOTARY PUBLIC
COOK COUNTY, ILLINOIS

MY COMMISSION EXPIRES:

06-30-99



ATTACHMENT I

MARK	REGISTRATION NO.	REGISTRATION DATE	GOODS/SERVICES:
<i>CREATE</i>	1,164,089	8/4/81	Education services, namely, training others in the design and adaptation of games and academic and vocational courses to computer based systems.
<i>DESIGN (Outline of a man's face with beard)</i>	1,156,344	6/6/81	Newsletters, workbooks and user's manuals and guides, all relating to general education and vocational training; educational and entertainment services, namely, providing games and academic, vocational and recreational training by means of a computer based system; and training others in the design and adaption of games and academic, vocational and recreational instruction to computer based systems.
<i>PLATO</i>	1,233,392	4/5/83	Magnetic disks for disk drives.
<i>PLATO</i>	1,202,574	7/27/82	Audio-visual recordings, sound tapes and motion pictures.
<i>PLATO</i>	1,153,895	5/12/81	Newsletters containing subject matter of interest to the education industry.
<i>PLATO</i>	1,090,872	5/9/78	Textbooks, workbooks and user's manuals and guides, all relating to general education and vocational training.

MARK	REGISTRATION NO.	REGISTRATION DATE	GOODS/SERVICES:
<i>PLATO</i>	1,098,369	8/1/78	Education and entertainment services, namely, providing games and academic, vocational and recreational training by means of a computer based system; and training others in the design and adaptation of games and academic, vocational and recreational instruction to computer based systems.
<i>PLATO</i>	1,022,888	10/14/75	Computer based teaching system for presenting instructional material to students at the same time monitoring and evaluating their performance.

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