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U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Guaranty Business Credit Corporation 8-10-01

___ Individual(s) ___ Association
___ General Partnership ___ Limited Partnership
_X_ Corporation-State of Delaware
___ Other _____

Additional name(s) of conveying party(ies) attached? ___ Yes _X_ No

2. Name and Address of receiving party(ies)

Name: Hambleton-Hill Publishing, Inc.

Address: 1501 Country Hospital Road
Nashville, Tennessee 37218

___ Individual(s) citizenship
___ Association
___ General Partnership
___ Limited Partnership
_X_ Corporation-State Tennessee
___ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ___ Yes ___ No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ___ Yes ___ No

3. Nature of conveyance:

___ Assignment ___ Merger
___ Security Agreement ___ Change of Name
_X_ Other Release of Security Interest Agreement

Execution Date: July 12, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **1,899,799 and 2,166,758**

Additional numbers attached? ___ Yes _X_ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Sandra Covington, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

08-10-2001
U.S. Patent & TMOfc/TM Mail Rcpt Dt. #11

6. Total number of applications and registrations involved: _2_.

7. Total fee (37 CFR 3.41)..... $65.00

___ Enclosed
_X_ Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

08/21/2001 TDIAZ1 00000069 2166758

DO NOT USE THIS SPACE

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02 FC:482 25.00 OP

9. 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.

Sandra Covington — Sandra Covington — August 10, 2001
Name of Person Signing — Signature — Date

Total number of pages including cover sheet, attachments, and document: _4_

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

SXC/LMG/23645/17/482673.1

GUARANTY BUSINESS CREDIT CORPORATION
400 Northridge Road
Suite 1100
Atlanta, Georgia 30350

July 12, 2001

Hambleton-Hill Publishing, Inc.
1501 County Hospital Road
Nashville, Tennessee 37218
Attention: Mr. Van Hill, President

Guideposts
39 Seminary Hill Road
Carmel, New York 10512
Attention: Mr. David I. Teitler, CFO

Re: Guaranty Business Credit Corporation – Hambleton-Hill Publishing, Inc.

Gentlemen:

Reference is hereby made to that certain Loan and Security Agreement dated September 22, 1997 (as at any time amended, the "Loan Agreement"), between Hambleton-Hill Publishing, Inc. ("Borrower") and Guaranty Business Credit Corporation, as assignee of Capital Business Credit, a division of Capital Factors, Inc. ("Lender"). Capitalized terms used herein and not otherwise defined herein shall have the meaning ascribed to such terms in the Loan Agreement.

Borrower has informed Lender that on or about the date hereof (the "Paydown Date") Borrower intends to repay a portion of the Obligations in the amount of $1,800,000 (the "Paydown Amount") from proceeds derived from the sale by Borrower to Guideposts ("Guideposts") of certain of the tangible and intangible assets specifically associated with the Ideal's Children's Book publishing business (the "Business") and certain books and book titles related thereto (the "Titles"). Borrower and Guideposts have advised Lender that payment of the Paydown Amount will be effected by the wire transfer to Lender from Borrower or Guideposts of immediately available funds in an amount equal to the Paydown Amount.

TRADEMARK
REEL: 002352 FRAME: 0290

Instructions for the wire transfer of the Paydown Amount to Lender are as follows:

Guaranty Bank
For the Account of Guaranty Business Credit Corporation
Southeast Region - Collection Account
Account No.: 3800589156
ABA Routing No.: 314 970 664
Reference: Hambleton-Hill Publishing, Inc.

Promptly after Lender's receipt of the Paydown Amount, Lender shall terminate and release all of its security interests, liens and other interest in any of the Guidepost Sale Assets (as defined below) and shall execute and deliver to Borrower or Borrower's designee all releases necessary to terminate and release any and all liens, security interests, assignments, pledges and other interests Lender may have in the Guideposts Sale Assets, including, but not limited to, releases of the Guideposts Sale Assets from (i) UCC financing statements filed by Lender against Borrower and (ii) Patent, Trademark and Copyright Security Agreements filed by Lender against Borrower with the United States Patent and Trademark Office and United States Copyright Office. For purposes hereof, the term "Guideposts Sale Assets" shall mean the Titles, film, art and artwork, prepaid assets and inventory specifically described on Exhibit A attached hereto, together with all general intangibles, including rights, permits and permissions, prepaid assets, contracts, rights under domestic and foreign copyrights, patents, trademarks and licensing agreements, domain names, software, know-how and know-how agreements, subscription, customer and circulation lists and goodwill and books and records directly related to the Business and the Titles.

If you should have any questions concerning this matter, please contact Jenny Trask at (770) 642-5200.

Very truly yours,

GUARANTY BUSINESS CREDIT CORPORATION

By: _____

Title: SVP

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EXHIBIT A

Trademark	Registration No./Application Serial No.	Registration Date
DISCOVERY READERS	Registration No. 1,899,799	June 13, 1995
P.K. HALLINAN LIFELONG VALUES FOR KIDS & Design	Registration No. 2,166,758	June 23, 1998

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