

10-05-2001



101866126

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

1. Name of conveying party(ies):

Wachovia Bank, N.A.

10-1-01

- Individual
- General Partnership
- Corporation-State
- Other Bank

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

2. Name and address of receiving party(ies):

Name Success For All Foundation, Inc.

Street Address: 200 West Towsontown Boulevard

City Baltimore

State Maryland ZIP 21204

- Individual (s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporate-State Maryland
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes  No N/A

Additional name(s) & addresses(es) attached?

Yes  No

3. Name of Conveyance:

Assignment  Merger

Security Agreement  Change of Name

Other Release of Patent, Trademark, and Copyright Security Agreement

Execution Date: September 10, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/389,164

75/377,776

Additional numbers attached?  Yes  No

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

Name: G. Franklin Rothwell

Internal Address: 555 Thirteenth Street, N.W.

Street Address: Suite 701 East Tower

City: \_\_\_\_\_

State: Washington, D.C. Zip 20004

6. Total number of applications and registrations involved: TWO

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

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.

Anne M. Sterba  
Name of Person Signing

Anne M Sterba  
Signature

10/1/01  
Date

10/04/2001 LMJELLER 00000198 75389164

Total number of pages including cover sheet, attachments and documents: 5

01 FC:481 40.00 00  
02 FC:482 25.00 00

**RELEASE OF PATENT, TRADEMARK,  
AND COPYRIGHT SECURITY AGREEMENT**

THIS RELEASE is made on this 10<sup>th</sup> day of September, 2001, by WACHOVIA BANK, N.A. ("Bank").

WHEREAS, pursuant to that certain Patent, Trademark, and Copyright Security Agreement dated as of November 18, 1998, recorded among the trademark records of the United States Patent and Trademark office on December 1, 1998, at reel 1820, frame 0598 ("Agreement"), SUCCESS FOR ALL FOUNDATION, INC., a Maryland corporation ("Pledgor"), mortgaged, pledged, and granted to the Bank a security interest in and to all of the Pledgor's "Patents," "Trademarks" and "Copyrights" (as defined in the Agreement) including, but not limited to the Trademarks and Copyrights described on Exhibits 2 and 3 attached hereto; and

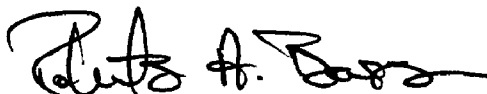
WHEREAS, the indebtedness secured pursuant to the Agreement has been paid in full.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the Bank by these presents does hereby release the Agreement, all of the liens, mortgages, pledges and security interests granted to Bank under the Agreement, and all of the Bank's right, title and interest in, to, and under the Patents, Trademarks and Copyrights, including but not limited to the Trademarks and Copyrights described on Exhibits 2 and 3 attached hereto.

IN WITNESS WHEREOF, the Bank has caused this Release to be duly executed as of the date first written above.

WACHOVIA BANK, N.A.

By:



Name: ROBERTS A. BASS

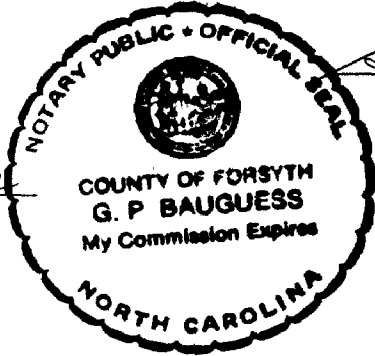
Title: SENIOR VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF NORTH CAROLINA, CITY/COUNTY OF Forsyth, TO WIT:

I HEREBY CERTIFY that on this 10<sup>TH</sup> day of September, 2001, before me, the undersigned Notary Public of the aforesaid jurisdiction, personally appeared Roberto Barr, and acknowledged himself/herself to be a Sr. Vice Pres. of WACHOVIA BANK, N.A., and that he/she, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of WACHOVIA BANK, N.A., by himself/herself as Sr. Vice Pres.

IN WITNESS MY Hand and Notarial Seal.



G. P. Bauguess (SEAL)  
NOTARY PUBLIC

My Commission Expires:

3-13-2002

TRADEMARKS, TRADEMARK REGISTRATIONS  
AND TRADEMARK APPLICATIONS  
AND ASSOCIATED GOODWILL

1. Trademark Application, Serial No. 75/389164 - Mark: SFA
2. Trademark Application, Serial No. 75/377776 - Mark: Success for All

W#738399 t

**TRADEMARK**  
**REEL: 1820 FRAME: 0605**

**TRADEMARK**  
**REEL: 002378 FRAME: 0377**

Exhibit 3

COPYRIGHTS, COPYRIGHT REGISTRATIONS AND  
COPYRIGHT APPLICATIONS

- \*1. Copyright Application: "Reading Roots Teacher's Manual" (4 volumes)
- \*2. Copyright Application: "Tutoring Manual"
- \*3. Copyright Application: "Family Support Manual"

\* Copyright registration numbers not available but will be provided when available.

W#7.18399 1

RECORDED: 11/27/1998

TRADEMARK  
REEL: 1820 FRAME: 0606

RECORDED: 10/01/2001

TRADEMARK  
REEL: 002378 FRAME: 0378