

08-13-2002

Form PTO-1594

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(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings



102188481

U.S. DEPARTMENT OF COMMERCE  
U.S. 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):

TCA, LLC

8-8-02

- Individual(s)
- General Partnership
- Corporation-State
- Other Virginia limited liability company
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Notice of Security Interest
- Merger
- Change of Name

Execution Date: 07/31/2002

2. Name and address of receiving party(ies)

Name: TestPrep.com, LLC

Internal  
Address: c/o Hights Cross Operating Compan

Street Address: 10 New King Street, Suite 110

City: White Plains State: NY Zip: 10604

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware limited liability company

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,437,180

Additional number(s) attached  Yes  No

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

Name: Miriam J. Rovner

Internal Address:

Goodwin Procter LLC

Street Address: Exchange Place

53 State Street

City: Boston State: MA Zip: 02109

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1700

DO NOT USE THIS SPACE

9. Signature.

Robert M. O'Connell, Jr.  
Name of Person Signing

August 7, 2002  
Date

5

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

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

08/12/2002 AAHMED1 00000118 2437180  
01 FC:481 40.00 OP

TRADEMARK  
REEL: 002561 FRAME: 0704

## NOTICE OF SECURITY INTEREST

(Trademarks)

WHEREAS, TCA, LLC, a Virginia limited liability company (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 2-A, which trademarks are registered in the United States Patent and Trademark Office, or are applications pending in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to the Lender (herein referred to as "Assignee"), pursuant to the Note (each as defined in the Agreement) and has entered into a Security Agreement dated as of July 31, 2002 (the "Agreement") with Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registration thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the prompt payment, performance and observance of any obligation owned to Assignee, including, without limitation, pursuant to the Purchase Agreement (as defined in the Agreement), the Note, or any related document now or hereafter owing by the Assignor (the "Obligations").

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations (or any guaranty thereof) now or hereafter owing by the Assignor.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as is fully set forth herein.

Assignee's address is c/o Hights Cross Operating Company, 10 New King Street, Suite 110, White Plains, NY 10604.

[Signature Page to Follow]

IN WITNESS WHEREOF, Assignor has caused this Notice of Security Interest to be  
duly executed by its officer thereunto duly authorized as of the 31<sup>st</sup> day of July, 2002.

TCA, LLC

By: William J. Zuberbuhler  
Name: William J. Zuberbuhler  
Title: Manager

State of Virginia )

CITY  
COUNTY OF Alexandria )

On this 2<sup>nd</sup> day of August 2002 before me appeared William J. Zuberbuhler to me personally known, who, being by me duly sworn, did depose and say that he is the Manager of TCA, LLC, the corporation named in and which executed the foregoing instrument; that being duly authorized he did execute the foregoing instrument on behalf of the corporation therein named; and that the foregoing instrument is the free and authorized act and deed of said corporation.

Given under my hand and seal in Alexandria, Virginia, this 2<sup>nd</sup> day of August 2002

Notary Public Catherine E. Budgett  
My commission Expires: June 30 2003  
(Seal)

SCHEDULE 2-A

TRADEMARKS

<u>TRADEMARK</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>	<u>APPLICATION NO.</u>
"MISSI"	2,437,180	March 20, 2001	N/A