

05-13-2003

Form PTO-1594
1-31-92

RECORDED
TR



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and

102445851

I documents or copy thereof.

OFFICE OF PUBLIC RECORDS
MAY -7 AM 10:30
FINANCE SECTION

1. Name of conveying party(ies):
Foothill Capital Corporation

5-7-03

- Individuals
- General Partnership -
- Corporation-State
- Other - Collateral Agent
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Interest
- Other Release of Security Interest:
Reel/Frame No. 2563/0521
- Merger
- Change of Name

Execution Date: May 1, 2003

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

A. Trademark Application No.(s)
Please see the attached listing

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

Name: Broderbund Properties LLC

Internal Address: _____

Street Address: 399 Boylston Street

City: Boston State: MA ZIP: 02116

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation- _____
- Other 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

Trademark Registration No.(s)

Please see the attached listing

Additional numbers attached? Yes No

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

Name: Elizabeth A. Nunn, Senior Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved

132

7. Total fee (37 CFR 3.41): \$ 3340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-1705 (in event of deficiency)

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

05/12/2003 T91A21 00000198 74464470

DO NOT USE THIS SPACE

01 FC:8521 40.00 OP
02 FC:8522 3275.00 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.

Elizabeth A. Nunn
Name of Person Signing

Signature

May 7, 2003
Date

Total number of pages comprising cover sheet: 15

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

05/12/2003 T91A21 0013385000
MAY 12 2003 11:46:47
FC: 9204

TRADEMA
REEL: 002725 FRAME: 0646

Broderbund Trademarks Schedule

1. Pending and Registered Trademarks (U.S. and International) relating to the Broderbund Products:

Trademark	Country	Status	App No	Reg No	Owner
3D HOME ARCHITECT	U.S.	REGISTERED	74/464,470	1,862,392	Broderbund Properties LLC
3D HOME INTERIORS	U.S.	REGISTERED	75/224,444	2,369,668	Broderbund Properties LLC
BRODERBUND	U.S.	PENDING	76/340,670	N/A	Broderbund Properties LLC
BRODERBUND SOFTWARE	U.S.	REGISTERED	73/413,436	1,306,829	Broderbund Properties LLC
BRODERBUND	GERMANY	REGISTERED	B770,449Wz	1,085,156	Broderbund Properties LLC
CLICKART	U.S.	REGISTERED	73/479,993	1,316,792	Broderbund Properties LLC
CLICKART ("George" Logo)	U.S.	REGISTERED	75/326,410	2,176,867	Broderbund Properties LLC
EXPRESSIT*	U.S.	PENDING	76/179,286	N/A	Broderbund Properties LLC
EXPRESSIT & Design*	U.S.	PENDING	76/179,288	N/A	Broderbund Properties LLC
EXPRESSIT TECHNOLOGY	U.S.	REGISTERED	76/179,285	2,500,429	Broderbund Properties LLC
EXPRESSIT.COM & Design*	U.S.	PENDING	76,179,289	N/A	Broderbund Properties LLC
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FAMILY LAWYER	U.S.	REGISTERED	74/673,628	2,039,432	Broderbund Properties LLC
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KID PIX	JAPAN	REGISTERED	70162/1995	4145397	Broderbund Properties LLC
POWERED BY BRODERBUND'S EXPRESSIT TECHNOLOGY & Design	U.S.	REGISTERED	76/179,287	2,500,430	Broderbund Properties LLC
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PRINT SHOP	CZECH REPUB.	REGISTERED	107,879	213 108	Broderbund Properties LLC
PRINT SHOP	ISRAEL	REGISTERED	102768	1,027,68	Broderbund Properties LLC

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DR. QUANDARY	REGISTERED	1,733,304	Broderbund Properties LLC
EAGER'S PET SHOW	REGISTERED	2,289,282	Broderbund Properties LLC
EXPLORE YELLOWSTONE	REGISTERED	2,082,603	Broderbund Properties LLC
FAMOUS MAGAZINE CARTOONS	REGISTERED	2,074,663	TLC Productivity Properties LLC
GEOMETRY	REGISTERED	1,488,915	Broderbund Properties LLC
GERTRUDE'S PUZZLES	REGISTERED	1,300,347	Broderbund Properties LLC

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GET SET TO LEARN!	REGISTERED	2,140,161	Broderbund Properties LLC
GREEK TUTOR	REGISTERED	2,129,991	Broderbund Properties LLC
HEBREW TUTOR	REGISTERED	2,024,541	Broderbund Properties LLC
IMAGIMAKER SERIES	REGISTERED	2,133,215	TLC Productivity Properties LLC
IMAGIMAKER SERIES	REGISTERED	2,136,221	TLC Productivity Properties LLC
KID PIX 2	REGISTERED	2,000,727	TLC Productivity Properties LLC
KID PIX FUN PACK	REGISTERED	2,009,463	TLC Productivity Properties LLC
KINDERGARTEN SUCCESS STARTER	REGISTERED	2,226,613	Broderbund Properties LLC
LEARN THE ART OF MAGIC	REGISTERED	2,002,006	TLC Productivity Properties LLC
LET'S START LEARNING	REGISTERED	2,095,713	Broderbund Properties LLC
LITTLE ARK INTERACTIVE	REGISTERED	2,348,176	Broderbund Properties LLC
MATH RABBIT	REGISTERED	1,537,293	Broderbund Properties LLC
MEMORYMATE	REGISTERED	1,486,757	TLC Productivity Properties LLC
MOPTOWN HOTEL	REGISTERED	1,317,795	Broderbund Properties LLC
MUSEUM MADNESS	REGISTERED	1,965,964	Broderbund Properties LLC
MY OWN PAINT SET	REGISTERED	2,192,674	Broderbund Properties LLC
OPENING NIGHT	REGISTERED	2,024,559	Broderbund Properties LLC
PC GLOBE	REGISTERED	1,449,469	TLC Productivity Properties LLC
PRESCHOOL SUCCESS STARTER	REGISTERED	2,229,556	Broderbund Properties LLC
PRESS WRITER	REGISTERED	2,234,830	TLC Productivity Properties LLC
PRINT SHOP DELUXE CD ENSEMBLE	REGISTERED	1,953,018	TLC Productivity Properties LLC
QUICKVERSE	REGISTERED	1,579,841	Broderbund Properties LLC
READER RABBIT 2	REGISTERED	1,706,445	Broderbund Properties LLC
READER RABBIT'S READING DEVELOPMENT LIBRARY	REGISTERED	2,159,221	Broderbund Properties LLC
READING GALAXY	REGISTERED	2,186,304	Broderbund Properties LLC
SCIENCE TOOLKIT	REGISTERED	1,498,380	Broderbund Properties LLC
SPACE ODYSSEY	REGISTERED	1,970,840	Broderbund Properties LLC
SPARKY THE MATH DOG	REGISTERED	1,979,299	Broderbund Properties LLC
SPELLICOPTER	REGISTERED	1,287,778	Broderbund Properties LLC
STORYQUESTS	REGISTERED	2,061,154	Broderbund Properties LLC
STUDENT WRITING CENTER	REGISTERED	1,873,215	Broderbund Properties LLC
T MAKER	REGISTERED	1,954,858	Broderbund Properties LLC
T/MAKER	REGISTERED	1,201,835	Broderbund Properties LLC

Trademark	Status	Reg./Serial Number	Record Owner
TEDDY'S BIG DAY	REGISTERED	1,914,114	Broderbund Properties LLC
THE ADVENTURES OF NIKKO	REGISTERED	2,037,428	Broderbund Properties LLC
THE BACKYARD	REGISTERED	1,898,022	Broderbund Properties LLC
THE CHILDREN'S WRITING AND PUBLISHING CENTER	REGISTERED	2,021,574	Broderbund Properties LLC
THE CHILDREN'S WRITING AND PUBLISHING CENTER: SPANISH VERSION	REGISTERED	1,899,628	Broderbund Properties LLC
THE PLAYROOM	REGISTERED	1,663,236	Broderbund Properties LLC
THE TREEHOUSE	REGISTERED	1,769,815	Broderbund Properties LLC
THE WRITING CENTER	REGISTERED	1,921,806	Broderbund Properties LLC
THINK QUICK!	REGISTERED	1,536,268	Broderbund Properties LLC
TREASURE SEEKERS	REGISTERED	2,228,221	Broderbund Properties LLC
TYPE!	REGISTERED	1,517,669	TLC Productivity Properties LLC
VROOMBOOKS	REGISTERED	1,935,037	Broderbund Properties LLC
VROOMBOOKS	REGISTERED	1,939,364	Broderbund Properties LLC
WONDERLINK	REGISTERED	2,179,230	Broderbund Properties LLC
WORDMAZE	REGISTERED	1,988,862	Broderbund Properties LLC
WORDQUEST	REGISTERED	1,944,560	Broderbund Properties LLC
WRITER RABBIT	REGISTERED	1,537,294	Broderbund Properties LLC

4. Pending and Registered Trademarks (U.S.) relating to Broderbund Products no longer sold:

Product	Version	Format	Status	Reg No	Claimant
1990 Time Magazine Compact Almanac			Registered	TX 2 991 903	TLC Productivity Properties LLC
1991 Time Magazine Compact Almanac			Registered	PA 664 908	TLC Productivity Properties LLC
1995 Time Almanac		Win	Registered	PA 767 533	TLC Productivity Properties LLC
A Christmas Sampler			Registered	PA 195 219	TLC Productivity Properties LLC
Adventures of the Time Taxi ¹			Registered	PA 286 822	Broderbund Properties LLC
Alphabet Zoo* ¹			Registered	PA 259 037	Broderbund Properties LLC
Amazing Arithmetricks ¹		Apple	Registered	TX 627 167	Broderbund Properties LLC
American Girls Premiere, The: 2nd Edition ¹	1.0	Win/Mac	Registered	PA 910 355	Broderbund Properties LLC

TRADEMARK RELEASE

This Release granted as of May 1, 2003, by Foothill Capital Corporation, a California corporation, as Agent (the "Agent"), with principal offices at 2450 Colorado Avenue, Suite 3000 West, Santa Monica, California 90404 to Broderbund Properties LLC, a Delaware company ("Assignor"), with principal offices at 399 Boylston Street, Boston, MA 02116, as follows:

W I T N E S S E T H:

WHEREAS, the Assignor has heretofore granted to the Agent a security interest in certain U.S. trademarks, trademark registrations and trademark applications as more particularly set forth on Schedule A attached hereto (the "Marks") to secure the Secured Obligations (as defined in the Trademark Security Agreement, dated as of August 26, 2002, between the Agent and the Assignor (the "Security Agreement")); and

WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Assignor and to dissolve any and all Liens and encumbrances respecting the Marks shown on the attached Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Assignor any and all right, title and interest in and to the Marks, and more particularly, (i) the security interest in the trademarks, trademark registrations and trademark applications as set forth on Schedule A hereto, (ii) all Proceeds (as such term is defined in the Security Agreement) and products of the Marks, (iii) the goodwill of the business symbolized by the Marks and (iv)

all causes of action arising prior to or after August 26, 2002 for infringement of any of the Marks or unfair competition regarding the same, and granted to the Agent by the Assignor by the Security Agreement, which Assignment was duly recorded on August 30, 2002 at Trademark Reel 2563, Frame 0521 in the United States Patent and Trademark Office.


* * *

FOOTHILL CAPITAL CORPORATION
as Agent

By: _____

Name:

Title:


CHARLES E. YP

ACKNOWLEDGMENT

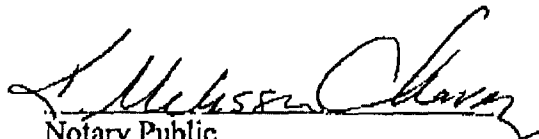
STATE OF CALIFORNIA

)ss.

COUNTY OF LOS ANGELES

On May 6, 2003 before me, K. Melissa Chavez, Notary Public, personally appeared Charles Kim, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the Vice President of **Foothill Capital Corporation**, a California Corporation, whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon which the person acted, executed the instrument.

WITNESS my hand and official seal.


Notary Public
My Comm. Expires January 20, 2005

[Seal]



SCHEDULE A

PaloAlto 18253 v2 [#31021.DOC] (2K)

TRADEMARK
REEL: 002725 FRAME: 0655

Broderbund Trademarks Schedule

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LITTLE ARK INTERACTIVE	REGISTERED	2,348,176	Broderbund Properties LLC
MATH RABBIT	REGISTERED	1,537,293	Broderbund Properties LLC
MEMORYMATE	REGISTERED	1,486,757	TLC Productivity Properties LLC
MOPTOWN HOTEL	REGISTERED	1,317,795	Broderbund Properties LLC
MUSEUM MADNESS	REGISTERED	1,965,964	Broderbund Properties LLC
MY OWN PAINT SET	REGISTERED	2,192,674	Broderbund Properties LLC
OPENING NIGHT	REGISTERED	2,024,559	Broderbund Properties LLC
PC GLOBE	REGISTERED	1,449,469	TLC Productivity Properties LLC
PRESCHOOL SUCCESS STARTER	REGISTERED	2,229,556	Broderbund Properties LLC
PRESS WRITER	REGISTERED	2,234,830	TLC Productivity Properties LLC
PRINT SHOP DELUXE CD ENSEMBLE	REGISTERED	1,953,018	TLC Productivity Properties LLC
QUICKVERSE	REGISTERED	1,579,841	Broderbund Properties LLC
READER RABBIT 2	REGISTERED	1,706,445	Broderbund Properties LLC
READER RABBIT'S READING DEVELOPMENT LIBRARY	REGISTERED	2,159,221	Broderbund Properties LLC
READING GALAXY	REGISTERED	2,186,304	Broderbund Properties LLC
SCIENCE TOOLKIT	REGISTERED	1,498,380	Broderbund Properties LLC
SPACE ODYSSEY	REGISTERED	1,970,840	Broderbund Properties LLC
SPARKY THE MATH DOG	REGISTERED	1,979,299	Broderbund Properties LLC
SPELLICOPTER	REGISTERED	1,287,778	Broderbund Properties LLC
STORYQUESTS	REGISTERED	2,061,154	Broderbund Properties LLC
STUDENT WRITING CENTER	REGISTERED	1,873,215	Broderbund Properties LLC
T MAKER	REGISTERED	1,954,858	Broderbund Properties LLC
T/MAKER	REGISTERED	1,201,835	Broderbund Properties LLC

Trademark	Status	Reg./Serial Number	Record Owner
TEDDY'S BIG DAY	REGISTERED	1,914,114	Broderbund Properties LLC
THE ADVENTURES OF NIKKO	REGISTERED	2,037,428	Broderbund Properties LLC
THE BACKYARD	REGISTERED	1,898,022	Broderbund Properties LLC
THE CHILDREN'S WRITING AND PUBLISHING CENTER	REGISTERED	2,021,574	Broderbund Properties LLC
THE CHILDREN'S WRITING AND PUBLISHING CENTER: SPANISH VERSION	REGISTERED	1,899,628	Broderbund Properties LLC
THE PLAYROOM	REGISTERED	1,663,236	Broderbund Properties LLC
THE TREEHOUSE	REGISTERED	1,769,815	Broderbund Properties LLC
THE WRITING CENTER	REGISTERED	1,921,806	Broderbund Properties LLC
THINK QUICK!	REGISTERED	1,536,268	Broderbund Properties LLC
TREASURE SEEKERS	REGISTERED	2,228,221	Broderbund Properties LLC
TYPE!	REGISTERED	1,517,669	TLC Productivity Properties LLC
VROOMBOOKS	REGISTERED	1,935,037	Broderbund Properties LLC
VROOMBOOKS	REGISTERED	1,939,364	Broderbund Properties LLC
WONDERLINK	REGISTERED	2,179,230	Broderbund Properties LLC
WORDMAZE	REGISTERED	1,988,862	Broderbund Properties LLC
WORDQUEST	REGISTERED	1,944,560	Broderbund Properties LLC
WRITER RABBIT	REGISTERED	1,537,294	Broderbund Properties LLC

4. Pending and Registered Trademarks (U.S.) relating to Broderbund Products no longer sold:

Product	Version	Format	Status	Reg No	Claimant
1990 Time Magazine Compact Almanac			Registered	TX 2 991 903	TLC Productivity Properties LLC
1991 Time Magazine Compact Almanac			Registered	PA 664 908	TLC Productivity Properties LLC
1995 Time Almanac		Win	Registered	PA 767 533	TLC Productivity Properties LLC
A Christmas Sampler			Registered	PA 195 219	TLC Productivity Properties LLC
Adventures of the Time Taxi ¹			Registered	PA 286 822	Broderbund Properties LLC
Alphabet Zoo*-+ ¹			Registered	PA 259 037	Broderbund Properties LLC
Amazing Arithmetricks ¹		Apple	Registered	TX 627 167	Broderbund Properties LLC
American Girls Premiere, The: 2nd Edition ¹	1.0	Win/Mac	Registered	PA 910 355	Broderbund Properties LLC