

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Coast Business Credit		04/21/2003	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Gateway Learning Corporation dba Hooked on Phonics
Street Address:	665 Third Street
Internal Address:	Suite 225
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94107
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	1872425	HOOKED ON MATH
Registration Number:	1876555	HOOKED ON PHONICS
Registration Number:	1877587	1-800-ABCDEFG
Registration Number:	2050379	HOOKED ON PHONICS
Registration Number:	2287035	ABCDEFG
Registration Number:	2345569	THE READING ROOM
Registration Number:	2348348	HOP BOOKS
Registration Number:	2355758	HOOKED ON PHONICS
Registration Number:	2407092	DETECTIVE DOG
Registration Number:	2409046	SKIP & SPIN
Registration Number:	2417881	SLAM & DUNK
Registration Number:	2419481	HOP BOOKS HOOKED ON PHONICS LIBRARY COLLECTION
Registration Number:	2421711	

CH \$490.00 1872425

Registration Number:	2468815	MULTIPLICATION STATION
Registration Number:	2468816	SPACE BINGO
Registration Number:	2591385	HOOKEK ON PHONICS
Registration Number:	2620893	HOP HOOKEK ON PHONICS
Registration Number:	2629995	HOOKEK ON SCHOOL SUCCESS
Registration Number:	2674241	HOOKEK ON SCHOOL SUCCESS

CORRESPONDENCE DATA

Fax Number: (703)610-8686

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 703.610.8694

Email: ipdocketing@milesstockbridge.com

Correspondent Name: Ronald E. Shapiro

Address Line 1: 1751 Pinnacle Drive

Address Line 2: Suite 500

Address Line 4: McLean, VIRGINIA 22102-3833

ATTORNEY DOCKET NUMBER:	G3732-8
NAME OF SUBMITTER:	Ronald E. Shapiro
Signature:	/Ronald E. Shapiro/
Date:	04/21/2006

Total Attachments: 4

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UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 11:01 AM 04/21/2003
INITIAL FILING NUM: 2166887 4
AMENDMENT NUMBER: 3102621 3
SRV: 030255753

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Pauline M. Stevens, Esq.
Morrison & Foerster LLP
555 West 5th Street, Suite 3500
Los Angeles, California 90013

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
21668874

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.
 CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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7d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME Coast Business Credit, a Division of Souther Pacific Park

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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10. OPTIONAL FILER REFERENCE DATA
Debtor: Gateway Learning Corporation

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 01:56 PM 07/09/2002
INITIAL FILING NUM: 2166887 4
AMENDMENT NUMBER: 000000
SRV: 020439173

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

COAST BUSINESS CREDIT, A Division of
Southern Pacific Bank
12121 WILSHIRE BLVD., SUITE 1400
LOS ANGELES, CA 90025-1174

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
GATEWAY LEARNING CORPORATION

OR
1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
665 THIRD STREET, SUITE 225 SAN FRANCISCO CA 91407 USA

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
94-3256508 CORPORATION DELAWARE 2649070 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR
2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
 NONE

3. SECURED PARTY'S NAME (or NAME of TO/FUL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
COAST BUSINESS CREDIT, A Division of Southern Pacific Bank

OR
3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
12121 WILSHIRE BLVD., SUITE 1400 LOS ANGELES CA 90025-1174 USA

4. This FINANCING STATEMENT covers the following collateral:

All of Debtor's personal property assets including, but not limited to, the items of collateral described on Exhibit "A" attached hereto and incorporated herein by this reference.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOC SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

FILED WITH: STATE OF DELAWARE

FILING OFFICE COPY -- NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)

Created From: UCC KWIK DOC Inc, P.O. Box 3205, Palm Beach, FL 33483

TRADEMARK
REEL: 003294 FRAME: 0750

EXHIBIT "A"
TO UCC-1 FINANCING STATEMENT

DEBTOR: GATEWAY LEARNING CORPORATION

SECURED PARTY: COAST BUSINESS CREDIT, a division of Southern Pacific Bank

This FINANCING STATEMENT covers the following types or items of property, as collateral for the payment and performance of all present and future indebtedness, liabilities, guarantees and obligations of Debtor to Secured Party: All Receivables, Inventory, Equipment, Investment Property, Deposit Accounts, Commercial Tort Claims, and General Intangibles (as those terms are defined below), including, without limitation, all of Debtor's all money, and all personal property now or at any time in the future in Secured Party's possession (including claims and credit balances), and all proceeds of any of the foregoing (including proceeds of any insurance policies, proceeds of proceeds, and claims against third parties), all products of any of the foregoing, and all books and records related to any of the foregoing.

For purposes of the Exhibit A, the following terms have the following meanings:

"Accounts" has the meaning set forth in Section 9102(a)(2) of the California Uniform Commercial Code in effect on the date hereof.

"Commercial Tort Claim" has the meaning set forth in Section 9102(a)(13) of the California Uniform Commercial Code in effect on the date hereof.

"Deposit Account" means any demand, time, savings, passbook or similar account now or hereafter maintained by or for the benefit of Debtor with a bank (as defined in the California Uniform Commercial Code in effect on the date hereof), and all amounts therein, whether or not restricted or designated for a particular purpose.

"Equipment" means all of Debtor's present and hereafter acquired goods (other than Inventory, farm products, or consumer goods) including, but not limited to, software embedded in such goods and all machinery, molds, machine tools, motors, furniture, equipment, furnishings, fixtures, trade fixtures, motor vehicles, tools, parts, dies, jigs, of every kind and description used in Debtor's operations or owned by Debtor and any interest in any of the foregoing, and all attachments, accessories, accessions, replacements, substitutions, additions or improvements to any of the foregoing, wherever located.

"General Intangibles" means all general intangibles of Debtor, whether now owned or hereafter created or acquired by Debtor, including, without limitation, payment intangibles, all choses in action, causes of action, corporate or other business records, inventions, designs, drawings, blueprints, patents, patent applications, trademarks and the goodwill of the business symbolized thereby, names, trade names, trade secrets, goodwill, copyrights, registrations, licenses, franchises, customer lists, security and other deposits, rights in all litigation presently or hereafter pending for any cause or claim (whether in contract, tort or otherwise), and all judgments now or hereafter arising therefrom, all claims of Debtor against Secured Party, rights to purchase or sell real or personal property, rights as a licensor or licensee of any kind, royalties, telephone numbers, proprietary information, purchase orders, and all insurance policies and claims (including without limitation life insurance, key man insurance, credit insurance, liability insurance, property insurance and other insurance), tax refunds and claims, software, discs, tapes and tape files, claims under guaranties, security interests or other security held by or granted to Debtor, all rights to indemnification and all other intangible property of every kind and nature (other than Receivables).

"Inventory" means all of Debtor's now owned and hereafter acquired goods including software embedded in such goods, merchandise or other personal property, wherever located, to be furnished under any contract of service or held for sale or lease (including without limitation all raw materials, work in process,

finished goods and goods in transit, and including without limitation all farm products), and all materials and supplies of every kind, nature and description which are or might be used or consumed in Debtor's business or used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such goods, merchandise or other personal property, and all warehouse receipts, documents of title and other documents representing any of the foregoing.

"Investment Property" means all of Debtor's securities, whether certificated or uncertificated, security entitlement, securities account, commodity contract, or commodity account.

"Receivables" means all of Debtor's now owned and hereafter acquired Accounts (whether or not earned by performance), letters of credit, letter of credit rights, license fees, contract rights, chattel paper (including tangible chattel paper, electronic chattel paper and intangible chattel paper), instruments (including promissory notes), drafts, securities, documents, securities accounts, security entitlements, commodity contracts, commodity accounts, Investment Property, supporting obligations and all other forms of obligations at any time owing to Debtor, all guaranties and other security therefor, all merchandise returned to or repossessed by Debtor, and all rights of stoppage in transit and all other rights or remedies of an unpaid vendor, lienor or secured party.