

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Golub Capital, Inc.		07/17/2008	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	The Princeton Review, Inc.
Street Address:	2315 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10024
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2451728	HOMEROOM
Registration Number:	2140157	GRAMMAR SMART
Registration Number:	2140158	MATH SMART
Registration Number:	2265957	WRITING SMART
Registration Number:	2141937	READING SMART
Registration Number:	2201824	SMART JUNIOR
Registration Number:	2139693	SPEAK SMART
Registration Number:	2151364	BIOLOGY SMART
Registration Number:	2139695	ASTRONOMY SMART
Registration Number:	2139697	NEGOTIATE SMART
Registration Number:	1871666	WE SCORE MORE
Serial Number:	78809772	REVIEW À TROIS
Serial Number:	78769380	EVERY CHILD CAN ACHIEVE
Registration Number:	3220701	SIDE STREETS

CH \$540.00 2451728

Registration Number:	3231162	SIDESTREETS
Registration Number:	3147940	THE PRINCETON REVIEW
Registration Number:	3009983	
Registration Number:	2853140	COUNSELOR-O-MATIC
Registration Number:	2519256	HYPERLEARNING
Registration Number:	2478532	HOMEROOM.COM
Registration Number:	2876748	REVIEWSCAN

CORRESPONDENCE DATA

Fax Number: (617)523-1231
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Email: mrovner@goodwinprocter.com
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Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	123599/183734
NAME OF SUBMITTER:	Miriam J. Rovner
Signature:	/mjr/
Date:	07/22/2008

Total Attachments: 3

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TRADEMARK SECURITY AGREEMENT RELEASE

THIS TRADEMARK SECURITY AGREEMENT RELEASE is made as of July 17, 2008, by GOLUB CAPITAL, INC., a New York corporation, as Agent ("Agent").

WITNESSETH:

WHEREAS, Agent and The Princeton Review, Inc., a Delaware corporation ("Borrower"), are parties to that certain Credit Agreement dated as of April 10, 2006, pursuant to which Borrower granted a security interest to Agent in, among other things, the Released Trademarks (as such term is defined below) as security for certain obligations owing by Borrower; and

WHEREAS, the Security Agreement was recorded in the U.S. Patent and Trademark Office on April 24, 2006 at Reel 3295 and Frame 0586; and

WHEREAS, Borrower has requested that Agent release its security interest in the Released Trademarks and reassign the same to Borrower.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged:

1. Agent hereby releases its security interest in all of Borrower's right, title and interest in and to all of the following:

(a) all trademarks, registered trademarks, trademark applications, including, without limitation, the trademarks, registered trademarks, and trademark applications listed on Schedule A attached hereto and made a part hereof, and (i) all renewals thereof, (ii) all income, royalties, damages and payments now and hereafter due and/or payable under and with respect thereto, including, without limitation, payments under all licenses entered into in connection therewith and damages and payments for past or future infringements or dilutions thereof, (iii) the right to sue for past, present and future infringements or dilutions thereof, and (iv) all of Borrower's rights corresponding thereto throughout the world (all of the foregoing trademarks, registered trademarks and trademark applications, together with the items described in clauses (i)-(iv) in this paragraph 1(a), are sometimes hereinafter individually and/or collectively referred to as the "Released Trademarks"); and

(b) all rights under or interests in any trademark license agreements with any other party, whether Borrower is a licensee or licensor under any such license agreement, including, without limitation, those trademark license agreements listed on Schedule A attached hereto and made a part hereof, and the right to prepare for sale and sell any and all Inventory now or hereafter owned by Borrower and now or hereafter covered by such licenses.

2. Agent hereby reassigns, grants and conveys to Borrower, without any representation, recourse or undertaking by Agent, all of Agent's right, title and interest in and to the Released Trademarks, and the goodwill of Borrower's business connected with the use of and symbolized by the Released Trademarks.

IN WITNESS WHEREOF, Agent has caused this Trademark Security Agreement Release to be duly executed by its duly authorized officer as of the day and year first above written.

GOLUB CAPITAL INCORPORATED, a New York corporation, as Agent

By: Andrew Steerman
Name: ANDREW STEERMAN
Title: SENIOR MANAGING DIRECTOR

SCHEDULE A**Released Trademarks**

	MARK	REG/SERIAL NUMBER	REG/FILING DATE
1	HOMEROOM	2451728	05/15/2001
2	GRAMMAR SMART	2140157	03/03/1998
3	MATH SMART	2140158	03/03/1998
4	WRITING SMART	2265957	08/03/1999
5	READING SMART	2141937	03/10/1998
6	SMART JUNIOR	2201824	11/03/1998
7	SPEAK SMART	2139693	02/24/1998
8	BIOLOGY SMART	2151364	04/14/1998
9	ASTRONOMY SMART	2139695	02/24/1998
10	NEGOTIATE SMART	2139697	02/24/1998
11	WE SCORE MORE	1871666	01/03/1995
12	REVIEW A TROIS	78/809772	02/08/2006
13	EVERY CHILD CAN ACHIEVE	78/769380	12/08/2005
14	SIDE STREETS (and Design)	3220701	03/20/2007
15	SIDE STREETS	3231162	04/17/2007
16	THE PRINCETON REVIEW	3147940	09/26/2006
17	ARROW LOGO	3009983	11/01/2005
18	COUNSELOR-O-MATIC	2853140	06/15/2004
19	HYPERLEARNING	2519256	12/18/2001
20	HOMEROOM.COM	2478532	08/14/2001
21	REVIEWSCAN	2876748	08/24/2004