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
The Bank of New York Mellon	FORMERLY The Bank of New York	07/22/2008	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	TRIUMPH LEARNING, LLC
Street Address:	10 New King Street
City:	White Plains
State/Country:	NEW YORK
Postal Code:	10604
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2768872	IMPROVING SCORES. IMPROVING SCHOOLS. IMPROVING LIVES.
Registration Number:	2771020	TRIUMPH LEARNING IMPROVING SCORES. IMPROVING SCHOOLS. IMPROVING LIVES.
Registration Number:	2840735	TRIUMPH LEARNING
Serial Number:	76260832	TRIUMPH LEARNING SYSTEMS
Registration Number:	2707945	TRIUMPH LEARNING

CH $140.00 2768872

CORRESPONDENCE DATA

Fax Number: (617)856-8201
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-856-8145
Email: ip@brownrudnick.com
Correspondent Name: Mark S. Leonardo
Address Line 1: One Financial Center
Address Line 2: Brown Rudnick LLP

Address Line 4:	Boston, MASSACHUSETTS 02111
ATTORNEY DOCKET NUMBER:	27056/9
NAME OF SUBMITTER:	Mark S. Leonardo
Signature:	/s/Mark S. Leonardo/
Date:	07/28/2008

Total Attachments: 3
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, THE BANK OF NEW YORK MELLON, formerly known as THE BANK OF NEW YORK, AS COLLATERAL TRUSTEE, (the "Secured Party"), does hereby certify that the security interest it holds in certain trademarks and trademark applications of TRIUMPH LEARNING, LLC, a Delaware limited liability company (the "Debtor"), pursuant to that certain Trademark Security Agreement dated as of August 20, 2003, between Secured Party and Debtor, recorded in the United States Patent and Trademark Office as detailed on Schedule A (the "Trademark Security Agreement"), which trademarks and trademark applications are more fully identified on Schedule A annexed hereto and made a part hereof, is released and all interests in such property previously assigned to Secured Party under the Trademark Security Agreement is hereby reassigned to Debtor, without representation or warranty of any kind, nature or description.

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IN WITNESS WHEREOF, Secured Party has caused this Release of Security Interest in Trademarks to be executed by its duly authorized corporate officer this 22 day of July, 2008.

THE BANK OF NEW YORK MELLON

By: _____

Name: GORDON B. BERGER

Title: MANAGING DIRECTOR

TRADEMARK
REEL: 003823 FRAME: 0667

SCHEDULE A
U.S. TRADEMARKS

TRADEMARK	OWNER	REGISTRATION NO.	SECURITY INTEREST RECORDATION DATE	REEL/ FRAME
IMPROVING SCORES. IMPROVING SCHOOLS. IMPROVING LIVES	TRIUMPH LEARNING, LLC	2768872	8/21/03	2805/0040
TRIUMPH LEARNING IMPROVING SCORES, IMPROVING SCHOOLS, IMPROVING LIVES and design	TRIUMPH LEARNING, LLC	2771020	8/21/03	2805/0040
TRIUMPH LEARNING	TRIUMPH LEARNING, LLC	2840735	8/21/03	2805/0040
TRIUMPH LEARNING SYSTEMS	TRIUMPH LEARNING, LLC	Serial No. 76260832	8/21/03	2805/0040
TRIUMPH LEARNING	TRIUMPH LEARNING, LLC	2707945	8/21/03	2805/0040