

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest in Trademark Collateral

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bear Stearns Corporate Lending, Inc. successor in interest to The Bank of New York Mellon	FORMERLY The Bank of New York	08/15/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Triumph Learning, LLC
<b>Street Address:</b>	136 Madison Avenue
<b>Internal Address:</b>	7th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10016
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 4**

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
Registration Number:	2707945	TRIUMPH LEARNING

**CORRESPONDENCE DATA**

Fax Number: (617)227-4420  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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CH \$115.00 2768872

Address Line 4: Boston, MASSACHUSETTS 02199

ATTORNEY DOCKET NUMBER: 206951.83

NAME OF SUBMITTER: Jessica Davis

Signature: /JDavis/

Date: 08/25/2008

Total Attachments: 3  
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**RELEASE OF SECURITY INTEREST  
IN TRADEMARK COLLATERAL**

This RELEASE, dated as of August 15, 2008, is made by Bear Stearns Corporate Lending, Inc. ("Lender"), as successor in interest to The Bank of New York Mellon, formerly known as The Bank of New York, in favor of Triumph Learning, LLC ("Company") as follows:

**W I T N E S S E T H**

WHEREAS, pursuant to the Security Agreement, dated August 20, 2003 ("Security Agreement"), and recorded with The United States Patent and Trademark Office on August 22, 2003 at Reel/Frame No. 002807/0578, Company granted Lender a security interest in and to all of its right, title and interest in its trademarks and all applications and registrations therefor, including goodwill (the "Trademark Collateral");

WHEREAS, Lender acknowledges full payment, complete performance and satisfaction of all obligations pursuant to the Security Agreement have been made;

WHEREAS, Company has requested that Lender release its security interest in and to the Trademark Collateral, including without limitation the trademarks and all applications and registrations therefor set forth in Schedule A attached hereto and incorporated herein by reference.

NOW, THEREFORE, Lender, without recourse, representation or warranty and at Company's sole cost and expense, hereby RELEASES all of its right, title and interest in and to the Trademark Collateral, including without limitation the trademarks set forth in Schedule A and any other collateral described in the Security Agreement.

LENDER agrees to provide Company with any information and additional authorization necessary to effect the release of Lender's security interest in the Trademark Collateral.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Lender has caused this Release to be duly executed and delivered by its duly authorized officer as of the date first written above.

BEAR STEARNS CORPORATE LENDING, INC.

By: JPMORGAN CHASE BANK, N.A., authorized signatory

By: Sm  
Name: Sharon Bazbaz  
Title: Vice President

CERTIFICATION OF ACKNOWLEDGMENT

STATE OF New York )  
COUNTY OF New York ) :

± Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 14 day of August, 2008, personally appeared Sharon Bazbaz who, being by me duly sworn, deposes and says that he/she is the Vice President of Bear Stearns Corporate Lending, Inc., and that he/she, as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained as his/her free act and deed and as the full act and deed of such corporation as such officer.

Edeline C. Adderley  
Notary Public

My Commission Expires:

September 3, 2010

EDELINE C. ADDERLEY  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01AD6079940 QUALIFIED IN BRONX COUNTY  
CERTIFICATE FILED IN NEW YORK COUNTY  
MY COMMISSION EXPIRES SEPT. 3, 2010

**SCHEDULE A  
TO  
RELEASE OF SECURITY INTEREST  
IN TRADEMARK COLLATERAL  
Reel/Frame: 002807/0578**

<b>TRADEMARK</b>	<b>OWNER</b>	<b>REGISTRATION NO.</b>	<b>SECURITY INTEREST RECORDATION DATE</b>	<b>REEL/ FRAME</b>
IMPROVING SCORES. IMPROVING SCHOOLS. IMPROVING LIVES	TRIUMPH LEARNING, LLC	2768872	8/22/03	2807/0578
TRIUMPH LEARNING IMPROVING SCORES, IMPROVING SCHOOLS, IMPROVING LIVES and design	TRIUMPH LEARNING, LLC	2771020	8/22/03	2807/0578
TRIUMPH LEARNING	TRIUMPH LEARNING, LLC	2840735	8/22/03	2807/0578
TRIUMPH LEARNING	TRIUMPH LEARNING, LLC	2707945	8/22/03	2807/0578