

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bank One, NA as agent		01/03/2002	National Banking Association: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	Franklin Covey Co.
<b>Street Address:</b>	2200 West Parkway Blvd. MS 0213
<b>City:</b>	Salt Lake City
<b>State/Country:</b>	UTAH
<b>Postal Code:</b>	84119
<b>Entity Type:</b>	CORPORATION: UTAH

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Registration Number:	2473744	
Registration Number:	2473745	
Registration Number:	2786980	EXECUTION QUOTIENT
Registration Number:	2471974	THE 4 ROLES OF LEADERSHIP
Registration Number:	2491782	FRANKLIN COVEY
Registration Number:	2493835	FRANKLINCOVEY
Registration Number:	2572537	FRANKLIN COVEY
Registration Number:	2531872	FRANKLIN COVEY PROJECT MANAGEMENT
Registration Number:	2469200	HELPING CLIENTS SUCCEED
Registration Number:	2467383	HELPING CLIENTS SUCCEED
Registration Number:	2644755	ROI PROCESS

**CORRESPONDENCE DATA**

Fax Number: (303)629-3450

**900125681**

**TRADEMARK  
 REEL: 003926 FRAME: 0744**

**CH \$290.00 2473744**

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

Email: zemanick.stephen@dorsey.com  
Correspondent Name: Stephen Zemanick c/o Dorsey & Whitney  
Address Line 1: 370 17th Street, Suite 4700  
Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	M12499~480501-2
NAME OF SUBMITTER:	Stephen Zemanick
Signature:	/SAZ 2222/
Date:	01/28/2009

**Total Attachments: 11**

source=Termination of TM Security Interest#page1.tif  
source=Termination of TM Security Interest#page2.tif  
source=Termination of TM Security Interest#page3.tif  
source=Termination of TM Security Interest#page4.tif  
source=Termination of TM Security Interest#page5.tif  
source=Termination of TM Security Interest#page6.tif  
source=Termination of TM Security Interest#page7.tif  
source=Termination of TM Security Interest#page8.tif  
source=Termination of TM Security Interest#page9.tif  
source=Termination of TM Security Interest#page10.tif  
source=Termination of TM Security Interest#page11.tif

## TERMINATION OF TRADEMARK SECURITY INTEREST

This is a Termination of Trademark Security Interest, dated as of January 3, 2002, executed by Bank One, NA. ("Bank One"), in its capacity as agent (Bank One, in such capacity, the "Agent") to the lenders under that certain Credit Agreement dated as of July 10, 2001 by and among Franklin Covey Co., a Utah corporation ("Debtor"), the lenders party thereto (the "Lenders"), the Agent, Bank One as the issuer of letters of credit thereunder (in such capacity, the "L/C Issuer"), and Zions First National Bank as the swing line lender thereunder, releasing all security interests of the Agent on behalf of the Agent, the Lenders, and the L/C Issuer (collectively, the "Secured Parties") in the Trademarks (defined below) owned by the Debtor.

### RECITALS

WHEREAS, pursuant to that certain Borrower Security Agreement dated as July 10, 2001 by and among the Debtor and the Agent (the "Security Agreement"), the Debtor granted to Agent on behalf of the Secured Parties a security interest in certain assets of the Debtor, including, without limitation, the trademarks specifically described on Schedule 1 attached hereto (the "Trademarks");

WHEREAS, pursuant to that certain Supplemental Security Agreement (Trademarks) dated as of July 10, 2001 by and among the Debtor and the Agent (the "Trademark Recordation Device") the Debtor confirmed the grant of the security interest in the Trademarks and the Trademark Recordation Device was recorded in the United States Patent and Trademark Office on July 23, 2001 at Reel 002292, Frame 0723 and later amended at Reel 002303, Frame 0084;

WHEREAS, Debtor desires termination of the Secured Parties' security interest in the Trademarks; and

WHEREAS, the Secured Parties are willing to terminate their security interest in the Trademarks;

NOW, THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

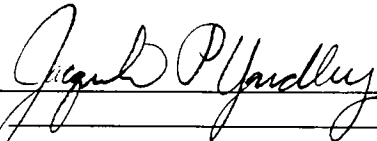
### AGREEMENT

1. Termination of Security Interest. The Agent on behalf of the Secured Parties hereby terminates all of the Secured Parties' security interest in the Trademarks.
2. Revocation of Power of Attorney. The powers of attorney granted by Debtor to the Agent on behalf of the Secured Parties pursuant to that certain Irrevocable Power of Attorney delivered by the Debtor in connection with the Trademark Recordation Device are hereby revoked with respect to the Trademarks.

[Signature page following]

IN WITNESS WHEREOF, the Agent on behalf of the Secured Parties has caused this Termination of Trademark Security Interest to be duly executed on the date first mentioned above.

BANK ONE, NA, in its capacity as Agent

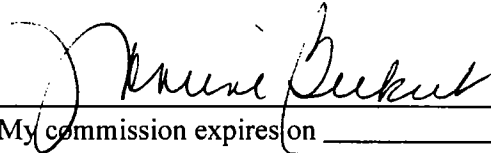
By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

JACQUELINE P. YARDLEY  
Senior Vice President

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On Jan. 3, 2002, before me, the undersigned notary public in and for said County and State, personally appeared Jacqueline P. Yardley, Sr. Vice Pres personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that, by his/her/their signature(s) on the instrument, the person(s) or the entity(ies) upon behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.

  
My commission expires on \_\_\_\_\_



Schedule I to Termination of  
Trademark Security Interest

<b>TRADEMARK/SERVICE MARK</b>	<b>REGISTRATION or APPLICATION DATE</b>	<b>REGISTRATION or APPLICATION NO.</b>
ABUNDANCE MENTALITY, Class 41	3/18/97	2,046,792
ACHIEVE WHAT MATTERS MOST WITH SUCCESSFUL COMMUNICATION, Class 41	3/12/96	1,962,463
AMERICANA, Class 16 (Refused)	3/30/99	75/671353
ASCEND, Class 9	12/03/91	1,666,588
BE PROACTIVE, Class 41	9/20/94	1,854,911
BECAUSE LIFE IS WORTH PLANNING, Class 41	7/4/95	1,903,115
BEGIN WITH THE END IN MIND, Class 41	6/28/94	1,842,115
BEN FRANKLIN'S HEAD LOGO (stylized design) Class 8,9,16,18,20	1/10/95	1,873,022
BRAIN TRAINING FOR TEAMS, Class 16	2/7/00	75/911382
BUILDING TRUST, Class 16	4/20/99	75/687110
BUILDING TRUST, Class 41	3/7/00	2,326,539
BUILDING TRUST: THE KEY TO HIGH PERFORMANCE, Class 41	2/23/99	2,225,435
CHALLENGE OF CHANGE, THE, Class 41	7/4/95	1,903,115
CHALLENGE OF CHANGE, THE Class 41	11/7/95	1,934,321
CHAMPIONSHIP EDITION, Class 16	4/18/95	1,889,876
CIRCLE OF CONCERN, Class 41	4/1/97	2,048,830
CIRCLE OF INFLUENCE, Class 41	3/18/97	2,046,791
COMMUNICATION SUITE, Class 41	1/21/00	75/901867
COMPASS logo, Class 9	8/24/00	75/115973
COMPASS logo, Class 16	8/24/00	76/115968
COMPASS logo, Class 35	8/24/00	76/115969
COMPASS logo, Class 41	8/24/00	76/115970
CORPORATE GLADIATOR, Class 9	11/14/00	76/164923
CORPORATE GLADIATOR, Class 16	11/14/00	76/164922
CORPORATE GLADIATOR, Class 41	11/14/00	76/164921

COVEY LEADERSHIP CENTER, Class 25	7/7/98	2,171,225
COVEY LEADERSHIP CENTER, Class 41	4/27/93	1,767,701
COVEY QUOTE SAVER, Class 9	6/3/97	2,066,977
COVEY REFERENCE LIBRARY, Class 9	6/3/97	2,066,978
COVEY SEVEN HABITS TOOLS, Class 9	6/3/97	2,066,975
CREATIVE JUICERS, Class 16	1/7/00	75/891964
CULTURAL INTELLIGENCE, Class 16	2/7/00	75/911384
CULTURAL INTELLIGENCE, Class 41	2/7/00	75/911383
DESK QUOTE, Class 16	7/25/00	76/095994
DIAGNOSE BEFORE YOU PRESCRIBE Class 41	8/4/98	2,178,748
DIRK PITT, Class 16	4/18/95	1,889,873
DOLLARS \$ SENSE: MONEY MANAGEMENT THAT MAKES SENSE, Class 16	5/31/01	76/264882
DREAM MANAGEMENT, Class 42	3/28/00	2,335,665
DURATAB, Class 40	10/24/95	1,928,984
EFFECTIVENESS CENTER, Class 35	1/5/00	2,454,943
EFFECTIVENESS CENTER, Class 35	7/7/00	76/084654
EFFECTIVENESS IN THE DIGITAL AGE Class 9	8/11/00	76/109904
EFFECTIVENESS IN THE DIGITAL AGE Class 16	8/11/00	76/109909
EFFECTIVENESS IN THE DIGITAL AGE Class 41	8/11/00	76/109910
EXECUTION INTELLIGENCE, Class 9	3/8/01	76/221653
EXECUTION INTELLIGENCE, Class 16	3/8/01	76/221652
EXECUTION INTELLIGENCE, Class 41	3/8/01	76/221651
EXECUTION QUOTIENT, Class 9	3/8/01	76/221654
EXECUTION QUOTIENT, Class 16	3/8/01	76/221655
EXECUTION QUOTIENT, Class 41	3/8/01	76/221656
THE 8 <sup>TH</sup> HABIT, class 16	4/12/96	75/087361

THE 8 <sup>TH</sup> HABIT, class 9	4/12/96	75/088319
THE 8 <sup>TH</sup> HABIT, class 41	4/12/96	75/088318
THE EIGHT HABIT OF HIGHLY EFFECTIVE PEOPLE, Class 39	8/15/00	2,377,085
EMOTIONAL BANK ACCOUNT, Class 41	7/4/95	1,903,077
EMPATHIC LISTENING, Class 41	4/30/96	1,971,986
FAMILY MISSION STATEMENT, Class 16	5/4/99	2,243,959
FAMILY MISSION STATEMENT, Class 41	5/4/99	2,243,958
THE FIRE WITHIN,, Class 41	10/12/93	1,798,926
FIRST THINGS FIRST, Class 9	10/6/98	2193,148
FIRST THINGS FIRST, Class 16	11/21/95	1,936,558
FIRST THINGS FIRST, Class 41	1/27/98	2,131,750
FORMS WIZARD, Class 9	10/16/00	76/147441
THE 4 ROLES OF LEADERSHIP, Class 9	9/30/98	75/562121
THE 4 ROLES OF LEADERSHIP, Class 16	9/30/98	75/562120
THE 4 ROLES OF LEADERSHIP, Class 41	9/30/98	75/562119
THE FOUR-STEP PROJECT MANAGEMENT PROCESS, Class 41	12/19/00	76/182676
FRANKLIN and design, Class 9 and 16	9/15/92	1,715,129
FRANKLIN COVEY and design, Class 16	4/14/99	75/683553
FRANKLIN COVEY and design, Class 35	9/14/99	2,277,354
FRANKLIN COVEY and design, Class 41	9/28/99	2,280,492
FRANKLIN COVEY and design, Class 9	2/29/00	2,322,868
FRANKLIN COVEY, Class 9	9/14/99	2,277,257
FRANKLIN COVEY, Class 16	4/14/99	75/683555
FRANKLIN COVEY, Class 41	9/28/99	2,280,491
FRANKLIN COVEY, Class 42	4/14/99	75/685752
FRANKLIN COVEY IMPACT LEARNING, Class 41	3/5/99	75/654982
FRANKLIN COVEY PROJECT MANAGEMENT, Class 41	12/19/00	76/182678



FRANKLIN DAY PLANNER, Class 16	12/7/93	1,809,117
FRANKLIN PLANNER, Class 9	4/3/01	2,439,892
FRANKLIN PLANNER, Class 16	11/30/99	2,295,388
FRANKLIN PLANNER, Class 9	11/17/98	75/590037
FRANKLIN PLANNER, Class	11/17/98	75/590036
FRANKLIN PLANNER SOFTWARE, Class 9	8/9/99	75/772151
FRANKLINPLANNER.COM, Class 42	12/01/00	76/173944
FRANKLIN QUEST, Class 8,9,16,20	9/20/94	1,855,026
FROM TIME MANAGEMENT TO LIFE LEADERSHIP, Class 41	7/7/98	2,170,818
GETTING TO SYNERGY, Class 41	1/13/98	2,128,379
GOOSE AND THE GOLDEN EGG, Class 16	10/24/95	1,929,720
GOOSE AND THE GOLDEN EGG, Class 41	7/4/95	1,903,078
HELPING CLIENTS SUCCEED, Class 9	1/03/00	75/886161
HELPING CLIENTS SUCCEED, Class 16	1/3/00	75/886166
HELPING CLIENTS SUCCEED, Class 41	1/3/00	75/886160
HOW TO DEVELOP A FAMILY MISSIONSTATEMENT, Class 9	6/30/98	2,170,552
HOW TO DEVELOP A FAMILY MISSION STATEMENT, Class 16	6/23/98	2,168,697
HOW HIGHLY EFFECTIVE LEADERS NAVIGATE, CHANGE, DELIVER RESULTS, AND CREATE THE FUTURE, Class 41	9/30/98	75/562118
IMPACT ANALYSIS SYSTEM, Class 35	8/24/00	76/115974
INSERTABLES, Class 16	3/22/00	76/008395
INSIDE-OUT APPROACH, Class 41	1/18/00	2,308,628
INTRODUCTION TO THE 7 HABITS Class 41	1/13/98	2,128,984
JACK PHILLIPS, Class 16	8/24/00	76/116452
JACK PHILLIPS, Class 41	8/24/00	76/116451
JOURNAL OF PROFESSIONAL AND PERSONAL SUCCESS,THE Class 16	9/12/00	2,386,672
KENZO STUDIO, cl. 18 and 25	5/6/97	2,058,641
KEY TO HIGH PERFORMANCE, THE	3/28/00	2,335,697

Class 41		
KEY TO PROVIDING SOLUTIONS, THE Class 41	4/18/00	2,343,252
KNOWLEDGE EPICENTER, Class 41	3/28/00	2,334,342
LEADERSHIP INSITES, Class 16	1/21/00	75/901868
LEADERSHIP IS A CHOICE, Class 16	1/7/00	75/891965
LEADING INDICATORS, Class 16	1/17/96	75/044750
LEADING INDICATORS, Class 35	1/17/96	75/044672
LEADING INDICATOR, Class 41	1/17/96	75/044671
LEARN BIG, Class 41	3/5/99	75/654981
LITTLE SECRETS OF LIFE, Class 16	4/14/00	76/027627
LIVING THE SEVEN HABITS APPLICATION AND INSIGHTS, Class 16	3/7/95	1,882,206
LIVING THE SEVEN HABITS APPLICATIONS AND INSIGHTS, Class 9	2/28/95	1,880,498
LOVING REMINDERS, Class 16	7/18/00	2368479
MATURITY CONTINUUM, Class 16	10/10/95	1,925,432
MATURITY CONTINUUM, Class 41	5/23/95	1,895,379
M.D. IN LEADERSHIP, Class 16	1/21/00	75/901866
MILANO BAGUETTE, Class 16	9/11/00	76/125751
MILANO MINIMALIST, Class 16	9/11/00	76/125725
MISSING PIECE, THE Class 16	6/29/99	2,257,520
MODERN GLADIATOR, Class 9	4/28/01	76/247470
MODERN GLADIATOR, Class 16	4/28/01	76/247469
MODERN GLADIATOR, Class 41	4/28/00	76/247468
NATURE OF LEADERSHIP, THE Class 9	7/14/98	75/519801
NATURE OF LEADERSHIP, THE Class 41	11/21/00	2,407,413
NET PLANNER, Class 35	8/10/98	75/891967
NOTE STACK, Class 16	9/15/00	76/129061
ONEPLACE, Class 9	5/1/01	76/265749
OGANIZATIONAL EFFECTIVENESS CYCLE, Class 41	8/8/00	2,376,250
ORGANIZATIONAL HEALTH ASSESSMENT, Class 35	11/28/00	2,409,571
PARADIGM SHIFT, Class 41	6/20/00	2,358,933

PCOC, Class 35	10/3/00	2,390,895
P/PC BALANCE, Class 41	9/12/96	2,015,701
PERF-FIT PAGES, Class 16	11/02/00	76/158741
PERFORMANCE CYCLE, Class 41	1/23/96	1,951,072
PERFORMANCE PARTNER, Class 42	8/1/00	2,372,183
PERFORMANCE SPORT, Class 16	3/13/00	75/594279010/31/00
PERSONAL MISSION STATEMENT Class 41	7/27/99	2,265,806
PERSONAL PRODUCTIVITY SYSTEMS Class 9	12/19/00	76/6182663
PERSONAL PRODUCTIVITY SYSTEMS Class 9	12/19/00	76/6182664
PLANNER.COM, Class 42	2/14/00	75/917471
PLANNER.NET, Class 42	1/7/00	75/891967
PLANNER.ORG, Class 42	1/7/00	75/891966
PLANWARE, Class 9	4/28/01	76/247467
PLANWARE, Class 16	4/28/01	76/247466
PLANWARE, Class 41	4/28/01	76/247465
PORTABLE 7 HABITS, THE Class 16	8/9/99	75/772152
POWER OF UNDERSTANDING, THE Class 16	6/13/00	2,358,144
POWER OF UNDERSTANDING, THE Class 41	11/3/78	75/383528
POWER OF VALUING DIFFERENCES, THE Class 41	1/6/98	2,126,840
POWER PRINCIPLE, THE Class 9	11/23/99	2,294,637
POWER PRINCIPLE, THE Class 16	3/7/01	2,339,535
POWER PRINCIPLE, THE Class 41	12/8/98	2,208,271
POWER PRO, Class 16	1/21/00	75/901869
PRESENTATION ADVANTAGE, Class 41	8/1/00	2,372,217
PRINCIPLE-CENTERED COMMUNITY INITIATIVE, Class 41	5/25/99	2,247,955
PRINCIPLE-CENTERED FAMILY LEADERSHIP, Class 41	12/23/97	2,124,088
PRINCIPLE-CENTERED LEADERSHIP Class 9	3/7/01	1,882,001
PRINCIPLE-CENTERED LEADERSHIP Class 16	3/7/95	1,882,208

PRINCIPLE-CENTERED LEADERSHIP Class 41	10/19/93	1,799,702
PRINCIPLE-CENTERED LIVING, Class 9	4/27/93	1,768,290
PRINCIPLE-CENTERED LIVING, Class 41	1/11/94	1,816,475
PRINCIPLE-CENTERED ORGANIZATIONAL CHANGE, Class 35	5/16/01	75/584982
PRINT TO FIT, Class 9	10/13/00	76/146105
PRINTER ASSISTANT, Class 16	10/16/00	76/147440
PRIORITIES, Class 16	4/30/98	75/477333
PRIORITIES THE JOURNAL OF PERSONAL SUCCESS, Class 16	7/13/99	2,261,356
PRIVATE VICTORY, Class 41	8/7/98	2,178,747
PRODUCTIVITY IN THE DIGITAL AGE Class 9	9/21/00	76/133243
PRODUCTIVITY IN THE DIGITAL AGE Class 16	9/21/00	76/133241
PRODUCTIVITY IN THE DIGITAL AGE Class 41	9/21/00	76/133240
PRODUCTIVITY IN THE DIGITAL AGE Class 42	9/21/00	76/133239
PROJECT MANAGEMENT PRACTICE Class 9	6/14/01	76/271591
PROJECT MANAGEMENT PRACTICE Class 16	6/14/01	76/271592
PROJECT MANAGEMENT PRACTICE Class 41	6/14/01	76/271593
PUBLIC VICTORY, Class 41	8/4/98	2,178,746
PUT FIRST THINGS FIRST, Class 41	10/18/94	1,858,925
QUADRANT II TIME MANAGEMENT 41	11/24/92	1,735,407
QUADRANT II TIME MANAGEMENT Class 9	4/18/95	1,889,765
RIVERWOOD, Class 16	2/7/00	75/911381
RIVERWOOD, Class 18	2/7/00	75/911380
ROI PROCESS, Class 41	8/24/00	76/116453
ROI RESOURCE CENTER, Class 9	9/15/00	76/129066
ROLES AND GOALS, Class 41	3/18/97	2,046,794

SCARCITY MENTALITY, Class 41	3/18/97	2,046,793
SEASONS, Class 16	12/12/95	1,940,580
SEEK FIRST TO UNDERSTAND, THEN TO BE UNDERSTOOD, Class 41	11/19/96	2,017,764
SEVEN HABITS, THE, Class 41	3/7/01	1,882,594
7 HABITS COACH, THE, Class 9	9/28/99	2,280,441
7 HABITS FAMILY LEADERSHIP SERIES, THE Class 9	11/18/97	2,113,794
7 HABITS OF HIGHLY EFFECTIVE FAMILIES, THE Class 9	10/08/98	2,208,058
7 HABITS OF HIGHLY EFFECTIVE FAMILIES, THE Class 16	8/11/98	2,180,077
7 HABITS OF HIGHLY EFFECTIVE FAMILIES, THE Class 41	12/26/00	2,416,051
SEVEN HABITS OF HIGHLY EFFECTIVE PEOPLE, THE Class 9	4/27/93	1,767,275
SEVEN HABITS OF HIGHLY EFFECTIVE PEOPLE, THE Class 16	7/13/93	1,781,357
SEVEN HABITS OF HIGHLY EFFECTIVE PEOPLE, THE Class 41	6/1/93	1,774,478