

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
THE BANK OF NEW YORK MELLON (SUCCESSOR IN INTEREST TO DDJ CAPITAL MANAGEMENT, LLC)		03/11/2010	BANKING CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	HAIGHTS CROSS OPERATING COMPANY
<b>Street Address:</b>	136 MADISON AVENUE
<b>Internal Address:</b>	EIGHTH FLOOR
<b>City:</b>	NEW YORK
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10016
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	HAIGHTS CROSS COMMUNICATIONS, INC.
<b>Street Address:</b>	136 MADISON AVENUE
<b>Internal Address:</b>	EIGHTH FLOOR
<b>City:</b>	NEW YORK
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10016
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	SNEP, LLC (F/K/A SUNDANCE/NEWBRIDGE EDUCATIONAL PUBLISHING, LLC)
<b>Street Address:</b>	136 MADISON AVENUE
<b>Internal Address:</b>	EIGHTH 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

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Name:	TRIUMPH LEARNING, LLC
Street Address:	136 MADISON AVENUE
Internal Address:	EIGHTH FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	RECORDED BOOKS, LLC
Street Address:	136 MADISON AVENUE
Internal Address:	EIGHTH FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Serial Number:	76135489	HAIGHTS CROSS
Serial Number:	78536143	COACH AMERICA'S BEST FOR STUDENT SUCCESS
Serial Number:	78536065	COACH
Serial Number:	78535642	COACH
Serial Number:	77463481	COACHCONNECTED.COM
Serial Number:	77463462	COACH CONNECTED.COM
Serial Number:	77319246	COACH PUBLISHING
Serial Number:	77319228	COACH PUBLISHING
Serial Number:	76260832	TRIUMPH LEARNING SYSTEMS
Registration Number:	2729861	
Registration Number:	2903582	HAIGHTS CROSS COMMUNICATIONS
Registration Number:	2863082	HAIGHTS CROSS COMMUNICATIONS
Registration Number:	3265019	LADDERS TO SUCCESS
Registration Number:	3119480	FOCUS
Registration Number:	3036966	TUTOR
Registration Number:	3028968	AMERICA'S BEST FOR STUDENT SUCCESS
Registration Number:	3028965	
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
Registration Number:	2198630	BUCKLE UP!
Registration Number:	2196072	BLAST OFF!
Registration Number:	2198626	BUCKLE DOWN!
Registration Number:	2211140	SHARPEN UP!
Registration Number:	2487622	GRIOT AUDIO
Registration Number:	2490872	GRIOT AUDIO
Registration Number:	2242577	
Registration Number:	3281271	PLUGGED IN TO READING
Registration Number:	3293191	OPTIONS PUBLISHING

**CORRESPONDENCE DATA**

Fax Number: (646)848-4455  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-848-4455  
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Address Line 2: Shearman & Sterling LLP  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	36789/2
NAME OF SUBMITTER:	ZHENG BAO
Signature:	/ZHENG BAO/
Date:	03/17/2010

Total Attachments: 5  
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## TRADEMARK SECURITY AGREEMENT RELEASE

This TRADEMARK SECURITY AGREEMENT RELEASE (this "Release"), dated as of March 11, 2010, is made by The Bank of New York Mellon, as administrative agent and collateral agent (the "Agent"), and successor in interest to DDJ Capital Management, LLC, in favor of Haight Cross Operating Company, Haight Cross Communications, Inc., SNEP, LLC (f/k/a Sundance/Newbridge Educational Publishing, LLC), Triumph Learning, LLC, and Recorded Books, LLC (collectively, the "Grantors"). All capitalized terms used herein and not otherwise defined herein shall have the meaning assigned to such terms in the Trademark Security Agreement (as defined below).

### WITNESSETH:

WHEREAS, pursuant to the terms of the Credit Agreement among the Borrower, the Grantors, the Lenders, and DDJ Capital Management, LLC, the Lenders agreed, subject to the terms and conditions set forth therein, to make certain loans and other extensions of credit to the Borrower;

WHEREAS, pursuant to the Security Agreement and that certain Trademark Security Agreement among the Grantors and DDJ Capital Management, LLC, dated as of August 15, 2008 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreement"), each Grantor granted to DDJ Capital Management, LLC a security interest in and continuing lien on, all of such Grantor's right, title and interest in, to and under all Collateral, including the Trademark Collateral of the Grantors;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on September 5, 2008, at Reel 03847 and Frame 0276;

WHEREAS, pursuant to that certain Instrument of Assignment and Acceptance of Trademark Security Agreement among DDJ Capital Management, LLC, the Agent and the Borrower, dated as of December 4, 2009 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Assignment and Acceptance Agreement"), DDJ Capital Management, LLC resigned as administrative agent and collateral agent under the Credit Agreement and assigned its security interest in the Trademark Collateral to the Agent as the successor administrative agent and collateral agent;

WHEREAS, the Assignment and Acceptance Agreement was recorded with the United States Patent and Trademark Office on December 8, 2009, at Reel 04109 and Frame 0909; and

WHEREAS, the Agent now desires to release its security interest in and to the Trademark Collateral.

NOW, THEREFORE, in consideration of the premises and the agreements, provisions and covenants herein contained, the Agent agrees as follows:

**Section 1. Release of Grant of Security Interest in Trademarks**

The Agent hereby releases, without representation, warranty or recourse, express or implied, to the Grantors its security interest in, and continuing lien on, all of such Grantors' right, title and interest in, to and under the Trademark Collateral, including but not limited to the registered Trademarks listed in Schedule A, granted pursuant to the Trademark Security Agreement.

**Section 2. Recordation**

The Agent hereby authorizes and requests that the Commissioner of Trademarks and any other applicable United States government officer record this Release.

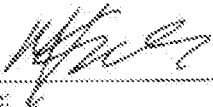
**Section 3. Miscellaneous**

This Release shall be governed by, and construed in accordance with the laws of the State of New York without regard to its conflict of law principles.

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

THE BANK OF NEW YORK MELLON,  
as successor administrative agent and collateral agent

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

*Melinda Valentine*  
*Vice President*

[Signature Page to Trademark Security Agreement Release]

**SCHEDULE A**

**TRADEMARKS**

<u>Name of Grantor</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Haight's Cross Operating Company	Design Only Mark	2729861	June 24, 2003
Haight's Cross Operating Company	HAIGHTS CROSS COMMUNICATIONS (and design)	2903582	November 16, 2004
Haight's Cross Operating Company	HAIGHTS CROSS COMMUNICATIONS	2863082	July 13, 2004
Haight's Cross Operating Company	HAIGHTS CROSS	Serial No. 76135489	September 26, 2000 (filing date)
Triumph Learning, LLC	LADDERS TO SUCCESS	3265019	July 17, 2007
Triumph Learning, LLC	FOCUS	3119480	July 25, 2006
Triumph Learning, LLC	TUTOR	3036966	December 27, 2005
Triumph Learning, LLC	AMERICA'S BEST FOR STUDENT SUCCESS	3028968	December 13, 2005
Triumph Learning, LLC	COACH AMERICA'S BEST FOR STUDENT SUCCESS	78/536143	December 21, 2004 (filing date)
Triumph Learning, LLC	COACH (Design Only)	3028965	December 13, 2005
Triumph Learning, LLC	COACH (Stylized)	78/536065	December 21, 2004 (filing date)
Triumph Learning, LLC	COACH	78/535642	December 21, 2004
Triumph Learning, LLC	COACHCONNECTED.COM	77/463481	May 1, 2008
Triumph Learning, LLC	COACHCONNECTED.COM	77/463462	May 1, 2008
Triumph Learning, LLC	COACH PUBLISHING	77/319246	November 1, 2007
Triumph Learning, LLC	COACH PUBLISHING	77/319228	November 1, 2007
Triumph Learning, LLC	IMPROVING SCORES. IMPROVING SCHOOLS. IMPROVING LIVES.	2768872	September 30, 2003
Triumph Learning, LLC	TRIUMPH LEARNING IMPROVES SCORES. IMPROVING LIVES. and design	2771020	October 7, 2003
Triumph Learning, LLC	TRIUMPH LEARNING SYSTEMS	76/260832	May 18, 2001 (date of filing)
Triumph Learning, LLC	TRIUMPH LEARNING	2840735	May 11, 2004
Triumph Learning, LLC	TRIUMPH LEARNING	2707945	April 15, 2003

Triumph Learning, LLC	BUCKLE UP!	2198630	October 20, 1998
Triumph Learning, LLC	BLAST OFF!	2196072	October 13, 1998
Triumph Learning, LLC	BUCKLE DOWN!	2198626	October 20, 1998
Triumph Learning, LLC	SHARPEN UP!	2211140	December 15, 1998
Recorded Books, LLC	GRIOT AUDIO	2487622	November 21, 2000
Recorded Books, LLC	GRIOT AUDIO and design	2490872	September 18, 2001
Recorded Books, LLC	Design only	2242577	October 9, 1997
Recorded Books, LLC	PLUGGED IN TO READING	3281271	August 21, 2007
Options Publishing, LLC	OPTIONS PUBLISHING	3293191	September 18, 2007

TRADEMARK APPLICATIONS

None.