

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release by Secured Party (Senior Subordinated Debt)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fifth Third Bank		12/21/2012	Banking Corporation: OHIO
RECEIVING PARTY DATA			
Name:	UTJ HOLDCO INC.		
Street Address:	303 West Madison Street		
Internal Address:	Suite 2500		
City:	Illinois		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	CORPORATION: DELAWARE		
Name:	TEACHING STRATEGIES, LLC		
Street Address:	7101 Wisconsin Avenue		
Internal Address:	Suite 700		
City:	Bethesda		
State/Country:	MARYLAND		
Postal Code:	20814		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	MINDNURTURE, LLC		
Street Address:	7101 Wisconsin Avenue		
Internal Address:	Suite 700		
City:	Bethesda		
State/Country:	MARYLAND		
Postal Code:	20814		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	

TRADEMARK

Serial Number:	73661561	CREATIVE CURRICULUM
Serial Number:	77635805	CREATIVE CURRICULUM
Serial Number:	77635792	CREATIVE CURRICULUM
Serial Number:	77635797	
Serial Number:	77635814	TEACHING STRATEGIES
Serial Number:	78725887	TEACHING STRATEGIES
Serial Number:	77736109	TEACHING STRATEGIES GOLD
Serial Number:	74030754	TEACHING STRATEGIES, INC.
Serial Number:	78487530	INSPIREWORKS! YOUR MENTOR ON DEMAND
Serial Number:	78370906	TRAINERVISION VIDEO RESOURCE LIBRARY
Serial Number:	78377128	MINDNURTURE
Serial Number:	77039234	LEARNINGGAMES
Serial Number:	78356043	CRADLE TO CLASSROOM
Serial Number:	85427398	CRADLE TO CLASSROOM
Serial Number:	85276109	BECAUSE PARENTING COUNTS
Serial Number:	77803070	PARENTING COUNTS
Serial Number:	78462394	PARENTING COUNTS
Serial Number:	77672295	PARENTING COUNTS
Serial Number:	78488088	PARENTING COUNTS
Serial Number:	78501441	PARENTING COUNTS
Serial Number:	78501445	PARENTING COUNTS
Serial Number:	77723017	EMOTION COACHING

#### CORRESPONDENCE DATA

Fax Number: 4142988097

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 4142988185

Email: tadmin@reinhartlaw.com

Correspondent Name: Daniel E. Kattman

Address Line 1: 1000 North Water Street

Address Line 2: Suite 1800

Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:

11943

NAME OF SUBMITTER:

Daniel E. Kattman

Signature:

/Daniel E. Kattman/

**TRADEMARK**  
**REEL: 004945 FRAME: 0230**

01/17/2013

**Total Attachments: 3**

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## RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Release of Security Interest in Trademarks is made as of December 21, 2012 by FIFTH THIRD BANK, an Ohio banking corporation, for itself and as agent for each affiliate of Fifth Third Bancorp (the "Secured Party"), with a place of business at 222 Riverside Plaza, 30th Floor, Chicago, Illinois 60606, regarding UTJ HOLDCO INC., a Delaware corporation ("Holdco") with its principal place of business located at 303 West Madison Street, Suite 2500, Chicago, Illinois 60606, TEACHING STRATEGIES, LLC, a Delaware limited liability company ("Teaching Strategies") with its principal place of business located at 7101 Wisconsin Avenue, Suite 700, Bethesda, Maryland 20814, and MINDNUTURE, LLC, a Delaware limited liability company ("MindNuture"; together with Holdco and Teaching Strategies, the "Debtors") with its principal place of business at 7101 Wisconsin Avenue, Suite 700, Bethesda, Maryland 20814, and with reference to the following facts:

WHEREAS, the Debtors and the Secured Party had previously entered into a Trademark Security Agreement (Senior Subordinated Debt) dated as of March 20, 2012 (the "Original Security Agreement"), for the purpose of securing certain obligations of the Debtors to the Secured Party;

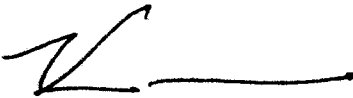
WHEREAS, the Debtors and the Secured Party amended the Original Security Agreement by entering into a First Amendment to Trademark Security Agreement (Senior Subordinated Debt) dated as of April 19, 2012 (together with the "Original Security Agreement", the "Security Agreement");

WHEREAS, the Secured Party desires to release its security interest in the personal property of the Debtors which was granted to the Secured Party pursuant to the Security Agreement;

NOW, THEREFORE, for valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Secured Party releases any and all security interests held by it in and to any and all of the trademarks, service marks, applications therefore and associated goodwill therein, owned by the Debtors, including without limitation those trademarks listed on Exhibit A attached hereto, and in and to all proceeds and benefits thereof.

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

FIFTH THIRD BANK, for itself and as agent for  
each affiliate of Fifth Third Bancorp

BY   
Its AVP

**EXHIBIT A**

**Trademarks – Teaching Strategies and MindNurture**

**Trademark Registrations – United States**

**Owned by Teaching Strategies:**



<b>Mark</b>	<b>Serial No.</b>	<b>Reg. No.</b>	<b>Filing Date</b>	<b>Registration Date</b>
CREATIVE CURRICULUM	73/661561	1512624	5/18/1987	11/15/1988
CREATIVE CURRICULUM	77/635805	3753765	12/18/2008	3/2/2010
CREATIVE CURRICULUM	77/635792	3890671	12/18/2008	12/14/2010
Door Design	77/635797	3874044	12/18/2008	11/9/2010
TEACHING STRATEGIES	77/635814	3753766	12/18/2008	3/2/2010
TEACHING STRATEGIES & Child Design	78/725887	3173660	10/4/2005	11/21/2006
TEACHING STRATEGIES GOLD	77/736109	3978659	5/13/2009	6/14/2011
TEACHING STRATEGIES INC. & Silhouette Design	74/030754	1687801	2/20/1990	5/19/1992
INSPIREWORKS! YOUR MENTOR ON DEMAND & Design	78/487530	3116107	9/22/2004	7/18/2006
TRAINERVISION VIDEO RESOURCE LIBRARY & Design	78/370906	2938027	2/19/2004	4/5/2005

**Owned by MindNurture:**

<b>Mark</b>	<b>Serial No.</b>	<b>Reg. No.</b>	<b>Filing Date</b>	<b>Registration Date</b>
MINDNURTURE	78/377128	3046893	3/2/2004	1/17/2006
LEARNINGGAMES	77/039234	3282029	11/6/2006	8/21/2007
CRADLE TO CLASSROOM	78/356043	2999145	1/22/2004	9/20/2005
CRADLE TO CLASSROOM	85/427398		9/20/2011	Pending

**Unregistered Trademarks – Owned by Teaching Strategies**

MIGHTY MINUTES
CC-PORT
E.P.
EDPRO DISTANCE LEARNING
EDPRO
EDUCATIONAL PRODUCTIONS INC & Design
EDUCATIONAL PRODUCTIONS Design Mark
EL CURRICULO CREATIVO (CREATIVE CURRICULUM)

<u>Trademark</u>	<u>Registered Owner</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
BECAUSE PARENTING COUNTS	Talaris Research Institute	85276109	March 24, 2011	N/A	N/A
PARENTING COUNTS	Talaris Research Institute	77803070	August 12, 2009	3938609	March 29, 2011
PARENTING COUNTS	Talaris Research Institute	78462394	August 5, 2004	3069361	March 14, 2006
PARENTING COUNTS	Talaris Research Institute	77672295	February 17, 2009	3688698	September 29, 2009
PARENTING COUNTS	Talaris Research Institute	78488088	September 22, 2004	3111254	July 4, 2006
PARENTING COUNTS and design 	Talaris Research Institute	78501441	October 18, 2004	3199511	January 16, 2007
PARENTING COUNTS and design 	Talaris Research Institute	78501445	October 18, 2004	3113800	July 11, 2006
EMOTION COACHING	Talaris Research Institute	77723017	April 27, 2009	3765617	March 23, 2010