

08-21-2003



8-20-03

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102530712

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**CANADIAN IMPERIAL BANK OF COMMERCE**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other Bank

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: **Triumph Learning, LLC**

Internal  
Address: c/o Hights Cross Communications, Inc.  
Street Address: 10 New King Street, Suite 110  
City: White Plains State: NY Zip: 10604

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other a Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other Release of Security Agreement

Execution Date: August 20, 2003

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
75/463306

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s)  
2269099, 1706951, 2165234, 1288807

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Julie L. Dalke, Esq.  
Internal Address: Latham & Watkins LLP  
  
  
Street Address: 650 Town Center Drive, Suite 2000  
  
City: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved:..... 5

7. Total fee (37 CFR 3.41).....\$ 140.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number  
500524 (For additional fees, if any)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Patricia A. Conner                              *Patricia A. Conner*                              August 20, 2003  
Name of Person Signing                              Signature                              Date

Total number of pages including cover sheet, attachments, and document: 6

08/20/2003 EDDIPER 00000247 75463306  
01 FC:4321 40.00 OP  
02 FC:4322 100.00 OP

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

## Triumph Learning, LLC

Trademarks\*\*

<u>Trademark</u>	<u>Registration/Serial No.</u>	<u>Registration Date/Filing Date</u>
THINX FUN AND LEARNING*	75/463,306	April 2, 1998
MINILABS	2,269,099	August 10, 1999
MINILABS	1,706,951	August 11, 1992
PLAYGROUND SCIENCE	2,165,234	June 16, 1998
ARITH-MAGIC	1,288,807	August 7, 1984

\* Intent to Use Application

\*\* The above marks were originally registered in the name of HCC-EDI, LLC with the Patent and Trademark Office. HCC-EDI, LLC changed its name to Educational Design, LLC. Educational Design, LLC changed its name to Triumph Learning, LLC.

**RELEASE OF SECURITY INTEREST**  
**IN TRADEMARK COLLATERAL**

This RELEASE, dated as of August 20, 2003, is made by CANADIAN IMPERIAL BANK OF COMMERCE, as administrative agent (together with its successor(s) thereto, in such capacity as Administrative Agent for each of the Secured Parties) ("CIBC"), pursuant to the termination of the Credit Agreement, dated as of December 10, 1999, by and among CIBC, Hights Cross Operating Company (the "Borrower") and the other parties named therein (the "Credit Agreement").

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement each of the Borrower's subsidiaries where required to guaranty the Borrower's obligations thereunder;

WHEREAS, Triumph Learning, LLC (the "Company"), a subsidiary of the Borrower, granted security interests pursuant to the following:

A Trademark Security Agreement dated December 10, 1999 between HCC-EDI, LLC (HCC-EDI, LLC changed its name to Educational Design, LLC and Educational Design, LLC changed its name to Triumph Learning, LLC) and CIBC (the "Trademark Agreement"), recorded with the U.S. Patent and Trademark Office on January 19, 2000, Reel/Frame 2019/0372.

WHEREAS, CIBC acknowledges that upon the satisfaction of all conditions set forth in the payoff letter by and between CIBC and the Borrower dated as of August 20, 2003, full payment, performance and satisfaction of the Notes issued pursuant to the Credit Agreement secured by the Trademark Agreement shall have been made; and

WHEREAS, CIBC acknowledges full payment, performance and satisfaction of the conditions set forth in the payoff letter agreement by and between CIBC and the Borrower; and

WHEREAS, the Borrower has requested that CIBC release its security interest in the Collateral, as defined in the Trademark Agreement in connection with the termination of both the Credit Agreement and the Trademark Agreement (the "Released Collateral").

NOW, THEREFORE, CIBC hereby **RELEASES** all of its security interest in the Trademark Collateral listed on Schedule A attached hereto and incorporated herein by reference and any other Collateral described in the Trademark Agreement.

CIBC agrees, at the Borrower's expense to cooperate with the Borrower and its subsidiaries and to provide the Borrower and its subsidiaries with the information and additional authorization necessary to effect the release of CIBC's security interest in the Released Collateral.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, CIBC has executed this Release as of the date first set forth above.

CANADIAN IMPERIAL BANK OF COMMERCE

By: Joan S. Griffin  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Joan S. Griffin  
Executive Director,  
CIBC World Markets Corp.  
AS AGENT

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New York  
COUNTY OF Queens

ss.

On this 18th day of August, 2003, before me personally appeared Joan S. Griffin, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of CIBC, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 18th day of August, 2003

Erma Pecoraro  
Notary Public

{seal}

ERMA PECORARO  
Notary Public, State of New York  
No. 01PE6054247  
Qualified in Queens County  
Commission Expires Jan. 29, 2007

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