

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as administrative agent		07/11/2006	National Banking Association:
RECEIVING PARTY DATA			
Name:	Members Connect Inc.		
Street Address:	100 City Hall Plaza		
Internal Address:	Level 2		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2454275	EGRAD	
CORRESPONDENCE DATA			
Fax Number:	(212)822-5423		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-530-5423		
Email:	jnici@milbank.com		
Correspondent Name:	Milbank, Tweed, Hadley & McCloy LLP		
Address Line 1:	One Chase Manhattan Plaza		
Address Line 2:	Rm. 4640		
Address Line 4:	New York, NEW YORK 10005		
ATTORNEY DOCKET NUMBER:	02012-07700		
NAME OF SUBMITTER:	Janis Nici		
Signature:	/janis nici/		

CH \$40.00 2454275

Date:

07/13/2006

Total Attachments: 1

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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

Name and Address of Holder of Security Interest

JPMorgan Chase Bank, N.A
1111 Fanin Street, 10th Floor
Houston, TX 77002

WHEREAS, the above-identified Holder of a Security Interest, JPMorgan Chase Bank, as administrative agent, holds security interests in the Grantors' (as defined below) trademarks, incorporated herein by reference, arising under that certain Guarantee Assumption Agreement (the "*Assumption Agreement*") by and among Members Connect Inc, College Publisher, Inc. and EGRAD Inc., each an owner of trademarks and grantor of security interest (collectively, the "*Grantors*"), and JPMorgan Chase Bank, N.A., a national banking association (the "*Bank*") dated April 28, 2004; and

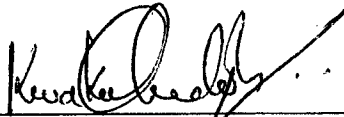
WHEREAS, the security interests were recorded on September 14, 2005 in the United States Patent and Trademark Office Assignment Branch on Reel/Frame 3159/0314 against registration no. 2,493,676 and on Reel/Frame 3159/0327 against registration no. 2,454,275; and

WHEREAS, the Bank hereby acknowledges that the debt secured by the pledge of the trademarks under the terms and conditions set forth in the Assumption Agreement has been paid in full, satisfied, released and discharged and the Bank hereby agrees to terminate its security interest in the trademarks.

NOW, THEREFORE, the Bank does hereby release and terminate its entire right, title and interest in and to said Assumption Agreement and the security interests granted therein and identified herein as to all Grantors' registered trademarks as filed and registered with the United States Patent and Trademark Office in Washington, D.C.

Executed this 11th day of July, 2006.

JPMORGAN CHASE BANK, N.A

By: 

Name: E. Kwaku Andoh
Title: Vice President