

**RELEASE OF PATENT, TRADEMARK,
AND COPYRIGHT SECURITY AGREEMENT**

THIS RELEASE is made on this 10th day of September, 2001, by WACHOVIA BANK, N.A. ("Bank").

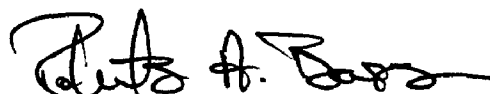
WHEREAS, pursuant to that certain Patent, Trademark, and Copyright Security Agreement dated as of November 18, 1998, recorded among the trademark records of the United States Patent and Trademark office on December 1, 1998, at reel 1820, frame 0598 ("Agreement"), SUCCESS FOR ALL FOUNDATION, INC., a Maryland corporation ("Pledgor"), mortgaged, pledged, and granted to the Bank a security interest in and to all of the Pledgor's "Patents," "Trademarks" and "Copyrights" (as defined in the Agreement) including, but not limited to the Trademarks and Copyrights described on Exhibits 2 and 3 attached hereto; and

WHEREAS, the indebtedness secured pursuant to the Agreement has been paid in full.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the Bank by these presents does hereby release the Agreement, all of the liens, mortgages, pledges and security interests granted to Bank under the Agreement, and all of the Bank's right, title and interest in, to, and under the Patents, Trademarks and Copyrights, including but not limited to the Trademarks and Copyrights described on Exhibits 2 and 3 attached hereto.

IN WITNESS WHEREOF, the Bank has caused this Release to be duly executed as of the date first written above.

WACHOVIA BANK, N.A.

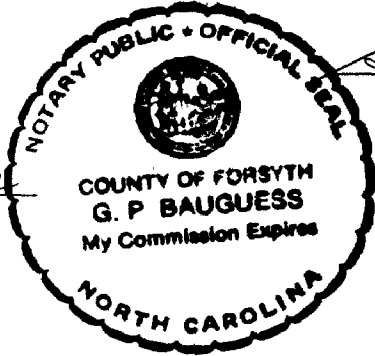
By: 
Name: ROBERTS A. BASS
Title: SENIOR VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF NORTH CAROLINA, CITY/COUNTY OF Forsyth, TO WIT:

I HEREBY CERTIFY that on this 10TH day of September, 2001, before me, the undersigned Notary Public of the aforesaid jurisdiction, personally appeared Rebecca Barr, and acknowledged himself/herself to be a Sr. Vice Pres. of WACHOVIA BANK, N.A., and that he/she, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of WACHOVIA BANK, N.A., by himself/herself as Sr. Vice Pres.

IN WITNESS MY Hand and Notarial Seal.



G. P. Bauguess (SEAL)
NOTARY PUBLIC

My Commission Expires:

3-13-2002

TRADEMARKS, TRADEMARK REGISTRATIONS
AND TRADEMARK APPLICATIONS
AND ASSOCIATED GOODWILL

1. Trademark Application, Serial No. 75/389164 - Mark: SFA
2. Trademark Application, Serial No. 75/377776 - Mark: Success for All

W#738399 t

TRADEMARK
REEL: 1820 FRAME: 0605

TRADEMARK
REEL: 002378 FRAME: 0377

Exhibit 3

COPYRIGHTS, COPYRIGHT REGISTRATIONS AND
COPYRIGHT APPLICATIONS

- *1. Copyright Application: "Reading Roots Teacher's Manual" (4 volumes)
- *2. Copyright Application: "Tutoring Manual"
- *3. Copyright Application: "Family Support Manual"

* Copyright registration numbers not available but will be provided when available.

W#7.18399 1

RECORDED: 11/27/1998

TRADEMARK
REEL: 1820 FRAME: 0606

RECORDED: 10/01/2001

TRADEMARK
REEL: 002378 FRAME: 0378