

**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
First Bank & Trust		04/13/2005	Banking Corporation: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	HOP, LLC (successor in interest to Gateway Learning Corporation)
<b>Street Address:</b>	1001 Fleet Street
<b>City:</b>	Baltimore
<b>State/Country:</b>	MARYLAND
<b>Postal Code:</b>	21202
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
Registration Number:	1872425	HOOKED ON MATH
Registration Number:	1876555	HOOKED ON PHONICS
Registration Number:	1877587	1-800-ABCDEFG
Registration Number:	2050379	HOOKED ON PHONICS
Registration Number:	2287035	ABCDEFG
Registration Number:	2345569	THE READING ROOM
Registration Number:	2348348	HOP BOOKS
Registration Number:	2355758	HOOKED ON PHONICS
Registration Number:	2407092	DETECTIVE DOG
Registration Number:	2409046	SKIP & SPIN
Registration Number:	2417881	SLAM & DUNK
Registration Number:	2419481	HOP BOOKS HOOKED ON PHONICS LIBRARY COLLECTION
Registration Number:	2421711	

CH \$490.00 1872425

Registration Number:	2468815	MULTIPLICATION STATION
Registration Number:	2468816	SPACE BINGO
Registration Number:	2591385	HOOKEED ON PHONICS
Registration Number:	2620893	HOP HOOKEED ON PHONICS
Registration Number:	2629995	HOOKEED ON SCHOOL SUCCESS
Registration Number:	2674241	HOOKEED ON SCHOOL SUCCESS

**CORRESPONDENCE DATA**

Fax Number: (703)610-8686  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 703.610.8694  
Email: ipdocketing@milesstockbridge.com  
Correspondent Name: Ronald E. Shapiro  
Address Line 1: 1751 Pinnacle Drive  
Address Line 2: Suite 500  
Address Line 4: McLean, VIRGINIA 22102-3833

ATTORNEY DOCKET NUMBER:	G3732-8
NAME OF SUBMITTER:	Ronald E. Shapiro
Signature:	/Ronald E. Shapiro/
Date:	04/21/2006

Total Attachments: 2  
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source=ScanToDesktop.69#page2.tif

# UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]	
INU	3145922600
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
FIRST BANKS, INC.	
P O BOX 790269	
ST. LOUIS MO 63179-0269	

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 05:44 PM 04/13/2005  
INITIAL FILING NUM: 3099673 9  
AMENDMENT NUMBER: 5114231 5  
SRV: 050300892

1a. INITIAL FINANCING STATEMENT FILE # 3099673 9	1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. <input type="checkbox"/>
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2.  TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3.  CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4.  ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects  Debtor or  Secured Party of record. Check only one of these two boxes.  
Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c.  DELETE name: Give record name to be deleted in item 6a or 6b.  ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME				
OR	6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME				
OR	7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION
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8. AMENDMENT (COLLATERAL CHANGE): check only one box.  
Describe collateral  deleted or  added, or give entire  restated collateral description, or describe collateral  assigned.

9. NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT  
FIRST BANK & TRUST

10. OPTIONAL FILER REFERENCE DATA  
09/641/57813/GATEWAY LEARNING CORPORATION

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE  
 U.C.C. FILING SECTION  
 FILED 04:01 PM 04/16/2003  
 INITIAL FILING NUM: 3099673 9  
 AMENDMENT NUMBER: 0000000  
 SRV: 030250840

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Pauline M. Stevens, Esq.  
 Morrison & Foerster LLP  
 555 West 5th Street, Suite 3500  
 Los Angeles, California 90013

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Gateway Learning Corporation

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS 2900 South Harbor Boulevard, Suite 202 CITY Santa Ana STATE CA POSTAL CODE 92704 COUNTRY USA

1d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION Corporation 1f. JURISDICTION OF ORGANIZATION Delaware 1g. ORGANIZATIONAL ID #, if any 2649070  NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any  NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME First Bank & Trust

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS 6300 Canoga Avenue, Suite 1650 CITY Woodland Hills STATE CA POSTAL CODE 91367 COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:  
 All personal property of the Debtor now owned or hereafter acquired.

5. ALTERNATIVE DESIGNATION (if applicable):  LESSEE/LESSOR  CONSIGNEE/CONSIGNOR  BAILEE/BAIOLR  SELLER/BUYER  AG. LIEN  NON-UCC FILING

6.  This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum  7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)  All Debtors  Debtor 1  Debtor 2 (ADDITIONAL FEE)

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)