

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
THE BANK OF NEW YORK		03/04/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	LEXICON MARKETING OPERATING LUXEMBOURG S.A R.L.
Street Address:	5, RUE GUILLAUME
City:	KROLL
State/Country:	LUXEMBOURG
Postal Code:	L-1882
Entity Type:	PRIVATE LIMITED LIABILITY COMPANY: LUXEMBOURG

PROPERTY NUMBERS Total: 55

Property Type	Number	Word Mark
Registration Number:	3139949	CARRERAS SIN BARRERAS
Registration Number:	3080598	COMPUTACION SIN BARRERAS
Registration Number:	3252247	CREDITO SIN BARRERAS
Registration Number:	3223430	CLUB SIN BARRERAS
Registration Number:	3198577	VIVA SIN BARRERAS
Registration Number:	3276248	ISB ON LINE
Registration Number:	2702330	FIRST AMERICORP
Registration Number:	1657270	INGLES SIN BARRERAS
Registration Number:	1627082	INGLES SIN BARRERAS
Registration Number:	2205186	INGLES SIN BARRERAS
Registration Number:	1767686	LEXICON
Registration Number:	2788169	STATE OF THE ART THE HISPANIC CALL CENTER
Registration Number:	2781323	VIDEO TEACHER
Serial Number:	78767509	ADELGACE SIN BARRERAS

CH \$1390.00 3139949

Serial Number:	78790616	BIENESTAR SIN BARRERAS
Serial Number:	78817074	SIN BARRERAS
Serial Number:	78817085	SIN BARRERAS
Serial Number:	78948736	BIENESTAR SIN BARRERAS
Serial Number:	78415150	SALUD SIN BARRERAS
Serial Number:	78817091	SIN BARRERAS
Serial Number:	78427489	COMPUTADORAS SIN BARRERAS
Serial Number:	78438138	CONOCIMIENTOS SIN BARRERAS
Serial Number:	78817096	SIN BARRERAS
Serial Number:	78415175	VIVIR SIN BARRERAS
Serial Number:	78489087	TRABAJOS SIN BARRERAS
Serial Number:	78415279	OLYMPIA
Serial Number:	78410881	OLYMPIA COOKWARE
Serial Number:	77013955	DURAGRIP
Serial Number:	78817102	SIN BARRERAS
Serial Number:	78558377	SEGUROS SIN BARRERAS
Serial Number:	78817104	SIN BARRERAS
Serial Number:	78817106	SIN BARRERAS
Serial Number:	78817107	SIN BARRERAS
Serial Number:	78956475	COMUNIDAD SIN BARRERAS
Serial Number:	78974922	FUNDACIÓN SIN BARRERAS
Serial Number:	78817109	SIN BARRERAS
Serial Number:	78956491	EDUCACIÓN SIN BARRERAS
Serial Number:	78817110	SIN BARRERAS
Serial Number:	77142016	OLYMPIA
Serial Number:	77234178	LEXICON
Serial Number:	77218525	¿ESTÁS SEGURO?
Serial Number:	78931248	NEGOCIOS SIN BARRERAS
Serial Number:	78874905	MOVIL SIN BARRERAS
Serial Number:	78956456	SALUD SIN BARRERAS
Serial Number:	78913879	SIN BARRERAS
Serial Number:	78817105	SIN BARRERAS
Serial Number:	77338344	SU HOGAR SIN BARRERAS
Serial Number:	77333611	CASA SIN BARRERAS
Serial Number:	77142022	

Serial Number:	77253728	JUSTICIA LEGAL SIN BARRERAS
Serial Number:	77234166	LEXICON
Serial Number:	77234149	LEXICON
Serial Number:	77234140	LEXICON
Serial Number:	77203379	MUNDO SIN BARRERAS
Serial Number:	77203259	PROFESIONES SIN BARRERAS

CORRESPONDENCE DATA

Fax Number: (212)858-1500
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128581000
Email: NY-IP@pillsburylaw.com
Correspondent Name: Michael P. Simpson
Address Line 1: 1540 Broadway
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: 206565-31

DOMESTIC REPRESENTATIVE

Name: Jeff Pomerantz
Address Line 1: 10100 Santa Monica Boulevard, 11th Floor
Address Line 2: Pachulski Stang Ziehl & Jones LLP
Address Line 4: Los Angeles, CALIFORNIA 90067

NAME OF SUBMITTER: Michael P. Simpson

Signature: /Michael P. Simpson/

Date: 07/29/2008

Total Attachments: 7

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**RELEASE OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY**

THIS RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY ("Release") is made as of July 29, 2008, by The Bank of New York Mellon (formerly The Bank of New York), a New York banking corporation ("Secured Party") in favor of Lexicon Marketing Operating Luxembourg S.à.r.l. (*société à responsabilité limitée*), incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg and registered with the Luxembourg trade and companies register under number B.105.521 a private limited liability company ("Company").

WITNESSETH:

WHEREAS, Company executed a Security Agreement, dated as of March 4, 2005 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which Company granted a security interest to Secured Party in, among other things, certain intellectual property owned by Company; and,

WHEREAS, said Security Agreement was recorded with the Assignment Branch of the Library of Congress Copyright Office on December 12, 2007 and United States Patent and Trademark Office on December 13, 2007, and recorded at Volume/Page: V3560D113 for copyrights and Reel/Frame: 3677/0903 for trademarks; and,

WHEREAS, Lexicon Marketing Operating Limited, predecessor in interest to the Company's intellectual property, executed a Memorandum of Security Agreement and Instrument(s) of Security, each dated January 17, 2003, granting a security interest to Secured Party in, among other things, certain intellectual property now owned by Company; and

WHEREAS, Lexicon Marketing Operating Limited executed the Memorandum of Security Agreement and Instrument(s) of Security pursuant to that certain Security Agreement (the U.S. Security Agreement) and Deed of Mortgage of Intellectual Property (the "Barbados Security Agreement"), each dated January 17, 2003, and,

WHEREAS, the Memorandum of Security Agreement was recorded in the United States Patent and Trademark Office on February 5, 2003, at Reel/Frame 2671/0476; and the Instrument(s) of Security were recorded with the Assignment Branch of the Library of Congress Copyright Office on February 20, 2003 at Volume/Page 003494 P595 and on November 19, 2003 at Volume/Page 003504 P323 and

WHEREAS, Secured Party has agreed to release all its rights in the collateral secured by the Security Agreement, the Memorandum of Security Agreement, the Instrument(s) of Security, the U.S. Security Agreement, and the Barbados Security Agreement (collectively, the "Security Agreements"), including, without limitation, the copyrights and trademarks listed on Schedule A attached hereto and covered by the Security Agreement (collectively, the "Released Collateral"),

and to reconvey any and all rights it may have, together with the goodwill, in the Released Collateral to Company:

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Parties agree as follows:

1. All security interests granted pursuant to the Security Agreements are hereby released. Secured Party hereby reconveys to Company, without recourse or warranty, all Secured Party's right, title, claim, interest and goodwill in and to the Released Collateral, all proceeds thereof, all rights corresponding thereto including but not limited to all renewals, and extensions thereof, and the recordings and applications therefor.

2. This Release may be executed in two counterparts, each of which shall be deemed to be an original and all such counterparts shall constitute but one and the same instrument.

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Agreed to as of the date first written above:

THE BANK OF NEW YORK MELLON,
as Collateral Agent

By: *Edward J. DeSalvio*

Name: EDWARD J. DeSALVIO
VICE PRESIDENT

Title: _____

LEXICON MARKETING OPERATING
LUXEMBOURG S.A.R.L.

By: _____

Name: _____

Title: _____

Release of Security Interest in IP

TRADEMARK
REEL: 003824 FRAME: 0558

Agreed to as of the date first written above:

THE BANK OF NEW YORK MELLON,
as Collateral Agent

By: _____

Name: _____

Title: _____

LEXICON MARKETING OPERATING
LUXEMBOURG S.A.R.L.

By: *Valeria Rco*

Name: VALERIA RCO

Title: Manager

Release of Security Interest in IP

SCHEDULE A

COPYRIGHT REGISTRATIONS

<u>COPYRIGHT TITLE</u>	<u>REGISTRATION NO.</u>
Ingles sin barreras	PA 1-103-272
Ingles sin barreras	PA 436-401
Veronica	PAu 2-206-107
No problem	PA 431-918
Curso de Ciudadania	PA 870-045
Bronce 5	PA 1-071-698
Frases para el bronce	PA 1-086-075
Bronce R60	PA 1-086-076
Bronce 7 (N60)	PA 1-096-544
Video teacher – curso de ingles fundamental	PA 0001255553
Michele	SR 205-280
Michele	PA 774-773
Collette	PA 774-768
Jazzy Collette	PAu 2-206-106
New age Collette	PAu 2-206-105
Bronce 4	

TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
CARRERAS SIN BARRERAS	3,139,949	05/07/2004
COMPUTACION SIN BARRERAS	3,080,598	05/07/2004
CREDITO SIN BARRERAS	3,252,247	05/07/2004
CLUB SIN BARRERAS	3,223,430	05/07/2004
VIVA SIN BARRERAS	3,198,577	02/23/2006
ISB ON LINE	3,276,248	06/19/2004
FIRST AMERICORP	2,702,330	05/09/2002
INGLES SIN BARRERAS	1,657,270	10/29/1990
INGLES SIN BARRERAS	1,627,082	02/28/1990
INGLES SIN BARRERAS	2,205,186	06/14/1997
LEXICON	1,767,686	02/28/1990
STATE OF THE ART THE HISPANIC CALL CENTER	2,788,169	05/09/2002
VIDEO TEACHER	2,781,323	05/09/2002

TRADEMARK APPLICATIONS

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
ADELGACE SIN BARRERAS	78-767509	12/06/2005
BIENESTAR SIN BARRERAS	78-790616	01/12/2006
SIN BARRERAS (stylized)	78-817074	02/16/2006
SIN BARRERAS (stylized)	78-817085	02/16/2006
BIENESTAR SIN BARRERAS	78-948736	08/09/2006
SALUD SIN BARRERAS	78-415150	05/07/2004
SIN BARRERAS (stylized)	78-817091	02/16/2006
COMPUTADORAS SIN BARRERAS	78-427489	05/30/2004
CONOCIMIENTOS SIN BARRERAS	78-438138	06/19/2004
SIN BARRERAS (stylized)	78-817096	02/16/2006
VIVIR SIN BARRERAS	78-415175	05/07/2004
TRABAJOS SIN BARRERAS	78-489087	09/24/2004
OLYMPIA	78-415279	05/07/2004
OLYMPIA COOKWARE	78-410881	04/30/2004

DURAGRIP	77-013955	10/04/2006
SIN BARRERAS (stylized)	78-817102	02/16/2006
SEGUROS SIN BARRERAS	78-558377	02/01/2005
SIN BARRERAS (stylized)	78-817104	02/16/2006
SIN BARRERAS (stylized)	78-817106	02/16/2006
SIN BARRERAS (stylized)	78-817107	02/16/2006
COMUNIDAD SIN BARRERAS	78-956475	08/21/2006
FUNDACIÓN SIN BARRERAS	78-974922	09/14/2006
SIN BARRERAS (stylized)	78-817109	02/16/2006
EDUCACIÓN SIN BARRERAS	78-956491	08/21/2006
SIN BARRERAS (stylized)	78-817110	02/16/2006
OLYMPIA (and design)	77-142016	03/27/2007
LEXICON (and design)	77-234178	07/19/2007
¿ESTÁS SEGURO?	77-218525	06/28/2007
NEGOCIOS SIN BARRERAS	78-931248	07/17/2007
MOVIL SIN BARRERAS	78-874905	05/02/2006
SALUD SIN BARRERAS	78-956456	08/21/2006
SIN BARRERAS (stylized)	78-913879	06/21/2006
SIN BARRERAS (stylized)	78-817105	02/16/2006
SU HOGAR SIN BARRERAS	77-338344	11/27/2007
CASA SIN BARRERAS	77-333611	11/19/2007
Design Only	77-142022	03/27/2007
JUSTICIA LEGAL SIN BARRERAS	77-253728	08/13/2007
LEXICON (and design)	77-234166	07/19/2007
LEXICON (and design)	77-234149	07/19/2007
LEXICON (and design)	77-234140	07/19/2007
MUNDO SIN BARRERAS	77-203379	06/17/2007
PROFESIONES SIN BARRERAS	77-203259	06/11/2007