

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
Wells Fargo Foothill, LLC		12/07/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	The Princeton Review, Inc.
Street Address:	111 Speen Street
Internal Address:	Suite 550
City:	Framingham
State/Country:	MASSACHUSETTS
Postal Code:	01701
Entity Type:	CORPORATION: DELAWARE

Name:	Princeton Review Operations, L.L.C.
Street Address:	111 Speen Street
Internal Address:	Suite 550
City:	Framingham
State/Country:	MASSACHUSETTS
Postal Code:	01701
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Test Services, Inc.
Street Address:	111 Speen Street
Internal Address:	Suite 550
City:	Framingham
State/Country:	MASSACHUSETTS
Postal Code:	01701
Entity Type:	CORPORATION: COLORADO

Name:	TPR SoCal I, Inc.
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CH \$690.00 2445019

Street Address:	111 Speen Street
Internal Address:	Suite 550
City:	Framingham
State/Country:	MASSACHUSETTS
Postal Code:	01701
Entity Type:	CORPORATION: DELAWARE

Name:	TPR SoCal, LLC
Street Address:	111 Speen Street
Internal Address:	Suite 550
City:	Framingham
State/Country:	MASSACHUSETTS
Postal Code:	01701
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	2445019	BETTER SCORES, BETTER SCHOOLS
Registration Number:	2853140	COUNSELOR-O-MATIC
Registration Number:	2519256	HYPERLEARNING
Registration Number:	1871666	WE SCORE MORE
Registration Number:	2139695	ASTRONOMY SMART
Registration Number:	2151364	BIOLOGY SMART
Registration Number:	3009983	
Registration Number:	2547894	EMBARK
Registration Number:	2633819	EMBARK*COM
Registration Number:	2140157	GRAMMAR SMART
Registration Number:	2451728	HOMEROOM
Registration Number:	2478532	HOMEROOM.COM
Registration Number:	2511559	I*EMBARK
Registration Number:	2140158	MATH SMART
Registration Number:	2139697	NEGOTIATE SMART
Registration Number:	2141937	READING SMART
Registration Number:	2876748	REVIEWSCAN
Registration Number:	3231162	SIDESTREETS
Registration Number:	3220701	SIDE STREETS

Registration Number:	2201824	SMART JUNIOR
Registration Number:	2139693	SPEAK SMART
Registration Number:	3147940	THE PRINCETON REVIEW
Registration Number:	2265957	WRITING SMART
Serial Number:	78769380	EVERY CHILD CAN ACHIEVE
Serial Number:	77195688	PROSPECTS IN ELA
Serial Number:	77195686	PROSPECTS IN MATH
Serial Number:	78809772	REVIEW À TROIS

CORRESPONDENCE DATA

Fax Number: (404)572-5128
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-572-2533
Email: jbalcita@kslaw.com
Correspondent Name: King & Spalding LLP
Address Line 1: Jeffrey P. Balcita
Address Line 2: 1180 Peachtree Street
Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	52990.015760
NAME OF SUBMITTER:	Jeffrey P. Balcita
Signature:	/Jeffrey P. Balcita/
Date:	12/07/2009

Total Attachments: 9
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**TERMINATION AND RELEASE
OF SECURITY INTEREST IN TRADEMARKS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS
 (“Release”), dated as of December 7, 2009, by Wells Fargo Foothill, LLC, as administrative agent for the Lenders (the “Agent”) in favor of The Princeton Review, Inc., Princeton Review Operations, L.L.C., Test Services, Inc., TPR SoCal I, Inc. and TPR SoCal, LLC (n/k/a The Princeton Review of Orange County, LLC) (collectively, the “Companies”).

WHEREAS, pursuant to the terms of that certain Trademark Security Agreement (the “Security Agreement”), dated as of July 2, 2008 by and between the Companies and the Agent as filed with the Assignment Division at the United States Patent and Trademark Office on July 3, 2008 at Reel 3809, Frame 0344, the Companies granted to the Agent a security interest in and lien on all of their Trademark Collateral (as defined in the Security Agreement), including, without limitation, the trademarks identified on Schedule A attached hereto; and

WHEREAS, the Agent wishes to release the security interest in and lien on the all of the Trademark Collateral, including, without limitation, the trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent states as follows:

The Agent hereby terminates and releases its security interest in and first priority lien on the Trademark Collateral, and the Agent hereby assigns and transfers to the Companies, without recourse, all of its right, title and interest in and to the Trademark Collateral, including, without limitation, each of the trademarks identified on Schedule A attached hereto, effective as of the date set forth above.

The Agent understands and agrees that this Release may be recorded by or for the Companies with the United States Patent and Trademark Office or any similar office or agency within or outside the United States.

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IN WITNESS WHEREOF, the Agent has executed this Release, to take effect as of the date set forth above.

AGENT:

**WELLS FARGO FOOTHILL, LLC, as
Administrative Agent**

By: _____

Name: *SETH EVENSON*

Title: *VICE PRESIDENT*

SCHEDULE A
to
TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS

Trademark Registrations/Applications

U.S. Trademarks and Service marks

<u>Description</u>	<u>Reg. No./Serial No.</u>	<u>Issue Dates</u>
Better Scores, Better Schools	2445019	4/17/2001
Counselor-o-matic	2853140	6/15/2004
Hyperlearning	2519256	12/18/2001
We Score More	1871666	1/3/1995
Astronomy Smart	2139695	2/24/1998
Biology Smart	2151364	4/14/1998
[Design only]	3009983	11/1/2005
Every Child Can Achieve	78/769380	Filed 11/1/2007
Embark	2547894	3/12/2002
Embark*.com	2633819	10/15/2002
Grammar Smart	2140157	3/3/1998
Homeroom	2451728	5/15/2001
Homeroom.com	2478532	8/14/2001
I*Embark	2511559	11/27/2001
Math Smart	2140158	3/3/1998
Negotiate Smart	2139697	2/24/1998
Prospects in ELA	77/195,688	Pending
Prospects in Math	77/195,686	Pending
Reading Smart	2141937	3/10/1998

Review A Trois	78/809772	Pending
ReviewScan	2876748	8/24/2004
SideStreets	3231162	4/17/2007
SideStreets Logo	3220701	3/20/2007
Smart Junior	2201824	11/3/1998
Speak Smart	2139693	2/24/1998
The Princeton Review	3147940	9/26/2006
Writing Smart	2265957	8/3/1999

Pending Foreign Trademarks

Country Trademark	Registration Class(es)	Case Number/Subcase	Status Number/Date	Next Renewal
PRINCETON REVIEW and Design	Poland 9,16,40841	[n/a]	254257 21-Aug-2002	Pending
PRINCETON REVIEW and Design	Poland 9,16,40841	[n/a]	254256 21-Aug-2002	Pending
PRINCETON REVIEW and Design	China (Peoples Republic) 42 Int.	TPR1	9700114726 30-Oct-1997	Rejected
PRINCETON REVIEW and Design	India 40 Int., 41 Int.	792560030/E	1283618 07-May-2004	Pending
THE PRINCETON REVIEW	Pakistan 09 Int.	792560036/A	175425 27-Dec-2001	Published 01-Apr-2005
THE PRINCETON REVIEW	Pakistan 16 Int.	792560036/C	175424 27-Dec-2001	Pending
THE PRINCETON REVIEW	Pakistan 41 Int.	792560036/F	195371 07-May-2004	Pending
THE PRINCETON REVIEW	Sri Lanka 35 Int.	TPR77	109732 26-Sep-2002	Pending

Country Trademark	Registration Class(es)	Case Number/Subcase	Status Number/Date	Next Renewal
THE PRINCETON REVIEW	Sri Lanka 41 Int.	TPR78	109426 09-Oct-2002	Pending
THE PRINCETON REVIEW	Sri Lanka 09 Int.	TPR80	109424 01-Nov-2002	Pending
THE PRINCETON REVIEW	Sri Lanka 16 Int.	TPR81	109453 01-Oct-2002	Pending
THE PRINCETON REVIEW	Viet Nam 09 Int., 16 Int., 41 Int.	TPR108	4-2006-21472 07-Dec-2006	Pending
THE PRINCETON REVIEW & Design	Malaysia 16 Int.	792560007/A6	08001670 28-Jan-2008	Pending
THE PRINCETON REVIEW & Design	Malaysia 09 Int.	792560007/A5	08001671 28-Jan-2008	Pending
THE PRINCETON REVIEW & Design	Malaysia 41 Int.	792560007/A7	08001672 28-Jan-2008	Pending
THE PRINCETON REVIEW and Design	Pakistan 09 Int.	7924560036/B	175426 27-Dec-2001	Opposed 30-Jun-2007
THE PRINCETON REVIEW and Design	Pakistan 16 Int.	7924560036/D	175427 26-Dec-2001	Opposed
THE PRINCETON REVIEW and Design	Pakistan 40 Int.	792560036/H	195372 07-May-2004	Pending
THE PRINCETON REVIEW and Design	Sri Lanka 35 Int.	TPR76	109731 26-Sep-2002	Published 17-Feb-2006
THE PRINCETON REVIEW and DESIGN	Sri Lanka 41 Int.	TPR79	109425	Pending
THE PRINCETON REVIEW and Design	Sri Lanka 09 Int.	TPR82	109483	Pending
THE PRINCETON REVIEW and	Sri Lanka	TPR83	109452	Pending

Country Trademark	Registration Class(es)	Case Number/Subcase	Status Number/Date	Next Renewal
Design	16 Int.			
THE PRINCETON REVIEW and Design	Thailand 09 Int.	TPR111	657160	Pending
THE PRINCETON REVIEW and Design	Thailand 16 Int.	TPR112	657161	Published 26-Nov-2007
THE PRINCETON REVIEW and Design	Thailand 41 Int.	TPR113	657162 29-Mar-2007	Published 26-Nov-2007
THE PRINCETON REVIEW and Design	Venezuela 40 Int.	TPR90	17227-02 04-Nov-2002	Pending
THE PRINCETON REVIEW and Design	Viet Nam 09 Int., 16 Int., 41 Int.	TPR109	4-2006-21473 07-Dec-2006	Pending
THE PRINCETON REVIEW LOGO	India 16 Int.	792560030/A	734041 17-Feb-1997	Pending
THE PRINCETON REVIEW LOGO	India 09 Int.	792560030/B	734042 17-Feb-1997	Published 31-Oct-2007
THE PRINCETON REVIEW LOGO	Malaysia 41 Int.	792560007/A3	MA/19328/97 01-Dec-1997	Published 27-Sep-2007
THE PRINCETON REVIEW LOGO	Malaysia 41 Int.	792560007/A4	MA/19332/97 01-Dec-1997	Published 27-Sep-2007

Foreign Trademarks

Trademark	Country/Registration Class(es)	Case Number/Subcase	Status Number/Date	Next Renewal
PRINCETON REVIEW and Design	Korea, Republic of 41 Int.	TPR70	4500088090000 03-Dec-2003	Registered 03-Dec-20 13
PRINCETON REVIEW and Design	Turkey 09 Int., 16 Int., 41 Int.	79256 0021 / A	2007 09897 28-Feb-2007	Registered 28-Feb-2017

Trademark	Country/Registration Class(es)	Case Number/Subcase	Status Number/Date	Next Renewal
THE PRINCETON REVIEW	China (Peoples Republic) 41 Int.	TPR2	1237865 07-Jan-1999	Registered 06-Jan-2009
THE PRINCETON REVIEW	European Community 09 Int., 16 Int., 41 Int., 42 Int.	TPR62	002366920 09-Dec-2002	Registered 06-Sep-2011
THE PRINCETON REVIEW	Japan 16 Int., 41 Int.	79256 0012 / A	5100071 21-Dec-2017	Registered 21-Dec-2017
THE PRINCETON REVIEW	Korea, Republic of 41 Int.	79256 0070 / A4	4100230810000 25-Feb-2014	Registered 25-Feb-2014
THE PRINCETON REVIEW	Mexico 09 Int.	TPR102	920019 29-Jun-2006	Registered 29-Jun-2015
THE PRINCETON REVIEW	Mexico 16 Int.	TPR103	925330 29-Jun-2006	Registered 29-Jun-2015
THE PRINCETON REVIEW	Mexico 41 Int.	TPR104	925711 27-Mar-2006	Registered 29-Jun-2015
THE PRINCETON REVIEW	Philippines 09 Int., 16 Int., 40 Int, 41 Int.	TPR69	4-2002-007252 04-Dec-2006	Registered 04-Dec-2006
THE PRINCETON REVIEW	Singapore 16 Int.	TPR23	T97/09237F 31-Jul-2017	Registered 31-Jul-2017
THE PRINCETON REVIEW	Singapore 09 Int.	TPR25	T97/09236H 31-Jul-2017	Registered 31-Jul-2007
THE PRINCETON REVIEW	Singapore 41 Int.	TPR27	T97/09238D 05-Apr-2004	Registered 31-Jul-2017
THE PRINCETON REVIEW	Singapore 42Int.	TPR29	T97/09239B 31-Jul-2017	Registered 31-Jul-2017
THE PRINCETON REVIEW	Thailand 16 Int.	TPR30	Kor77754 10-Sep-1998	Registered 23-Feb-2017
THE PRINCETON REVIEW	Thailand 41 Int.	TPR31	BOR7511 24-Feb-1997	Registered 23-Feb-2017
THE PRINCETON REVIEW	Turkey 35 Int., 41 Int.	79256 0221 / A1	96015505 21-Oct-1996	Registered
THE PRINCETON REVIEW	United Arab Emirates 41 Int.	TPR36	20588 24-Apr-1999	Registered 22-Sep-2007
THE PRINCETON REVIEW	European Community 09 Int., 16 Int., 41 Int, 42 Int.	TPR63	002368975 15-Oct-2002	Registered 10-Sep-2011

Trademark	Country/Registration Class(es)	Case Number/Subcase	Status Number/Date	Next Renewal
THE PRINCETON REVIEW and Design	France 09 Int., 16 Int., 41 Int., 42 Int.	TPR60A	10-Sep-2001	Registered 10-Sep-2011
THE PRINCETON REVIEW and Design	India 40 Int, 41 Int.	79256 0030 / F	1283619 07-May-2004	Registered 07-May-2014
THE PRINCETON REVIEW and Design	Israel 41 Int.	TPR95	164060 05-Apr-2005	Registered 24-Apr-2013
THE PRINCETON REVIEW and Design	Japan 16 Int., 41 Int	79256 0012 / A1	5100072 21-Dec-2007	Registered 21-Dec-2017
THE PRINCETON REVIEW and Design	Korea. Republic of 09 Int., 16 Int., 41 Int.	79256 0070 / A3	4500088090000 03-Dec-2003	Registered 03-Dec-2013
THE PRINCETON REVIEW and Design	Mexico 09 Int.	TPR105	924710 20-Mar-2006	Registered 29-Jun-2015
THE PRINCETON REVIEW and Design	Mexico 16 Int.	TPR106	933988 24-May-2006	Registered 29-Jun-2015
THE PRINCETON REVIEW and Design	Mexico 41 Int.	TPR107	926121 28-Mar-2006	Registered 29-Jun-2015
STUDENT ACES	Mexico 41 Int.	[n/a]	214987 5-Oct-2004	Registered
WE SCORE MORE	Mexico 41 Int.	[n/a]	214988 5-Oct-2004	Registered
THE PRINCETON REVIEW and Design	Philippines 09 Int, 16 Int, 40 Int., 41 Int.	TPR68	4-2002-007251 20-Nov-2005	Registered 20-Nov-2015
THE PRINCETON REVIEW and Design	Singapore	TPR114	23-Mar-2007	Registered 23-Mar-2017
THE PRINCETON REVIEW and Design	Singapore 16 Int.	TPR115	T0706409B 23-Mar-2007	Registered 20-Mar-2017
THE PRINCETON REVIEW and Design	Singapore 41 Int.	TPR116	T0706411D 23-Mar-2007	Registered 20-Mar-2017
THE PRINCETON REVIEW and Design (label mark)	India 16 Int.	79256 0030 / D	1144886 21-Oct-2002	Registered 21-Oct-2012
THE PRINCETON REVIEW and Design (label mark)	India 09 Int.	79256 0030 / C	1144887 03-Feb-2006	Registered 21-Oct-2012
THE PRINCETON REVIEW LOGO	China (Peoples Republic) 16 Int.	TPR5	1785792 14-Jun-2002	Registered 13-Jun-2012

Trademark	Country/Registration Class(es)	Case Number/Subcase	Status Number/Date	Next Renewal
THE PRINCETON REVIEW LOGO	Korea, Republic of 09 Int, 16 Int.	79256 0070 /A2	4002760450000 08-Oct-1993	Registered 08-Oct-2013
THE PRINCETON REVIEW LOGO	Malaysia 16 Int.	79256 0007 /A2	98-03 196 14-Mar-1998	Registered 14-Mar-2018
THE PRINCETON REVIEW LOGO	Saudi Arabia 16 Int.	TPR21	458/98 24-Jan-1999	Registered 16-Apr-2007
THE PRINCETON REVIEW LOGO	Saudi Arabia 41 Int.	TPR22	458/99 24-Jan-1999	Registered 16-Apr-2007
THE PRINCETON REVIEW LOGO	Singapore 16 Int.	TPR20	T97/09241D 31-Jul-1997	Registered 31-Jul-2007
THE PRINCETON REVIEW LOGO	Thailand 09 Int.	TPR32	Kor73221 11-Jun-1998	Registered 23-Feb-2007
THE PRINCETON REVIEW LOGO	Turkey 09 Int., 16 Int.	79256 0021/A2	178446 21-Oct-1996	Registered 21-Oct-2016
THE PRINCETON REVIEW LOGO	United Arab Emirates 16 Int.	TPR35	48317 09-Jun-2004	Registered 22-Sep-2007
THE PRINCETON REVIEW LOGO/DEV	Korea, Republic of 39 Int.	79256 0070/A5	4004366210000 30-Dec-1998	Registered 30-Dec-2008
THE PRINCETON REVIEW LOGO/DEV	Korea, Republic of 52 Int.	79256 0070/A6	4004521070000 02-Aug-1999	Registered 02-Aug-2009