

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Security Agreement |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------------------------------|----------|----------------|----------------------------|
| CLASSROOM CONNECT, INC. | | 12/12/2007 | CORPORATION: |
| Greenwood Publishing Group, Inc. | | 12/12/2007 | CORPORATION: |
| HMH Publishers LLC | | 12/12/2007 | LIMITED LIABILITY COMPANY: |
| HMH Supplemental Publishers Inc. | | 12/12/2007 | CORPORATION: |
| Houghton Mifflin Harcourt Publishing Company | | 12/12/2007 | COMPANY: |

RECEIVING PARTY DATA

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|------------------------|-----------------------------------------------------------|
| Name: | Credit Suisse, Cayman Islands Branch, as Collateral Agent |
| Street Address: | 11 Madison Avenue |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10010 |
| Entity Type: | Bank: |

PROPERTY NUMBERS Total: 532

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------------------|
| Registration Number: | 2463379 | AMERICAQUEST |
| Registration Number: | 2500839 | AUSTRALIAQUEST |
| Registration Number: | 1977886 | CLASSROOM CONNECT |
| Registration Number: | 2480446 | CLASSROOM CONNECT |
| Registration Number: | 2547896 | CLASSROOM CONNECT |
| Registration Number: | 2513141 | CLASSROOM TODAY |
| Registration Number: | 2752735 | CONNECTED CLASSROOM CONFERENCE |
| Registration Number: | 2043693 | CONNECTED CLASSROOM CONFERENCE |
| Registration Number: | 2946513 | CONNECTED EDUCATOR |
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| Registration Number: | 2890837 | CONNECTED TECH |
| Registration Number: | 2888385 | CONNECTED TECH |
| Registration Number: | 2485613 | CONNECTED UNIVERSITY |
| Registration Number: | 2531527 | CONTENT THAT CLICKS! |
| Registration Number: | 2749383 | CU |
| Registration Number: | 2535663 | |
| Registration Number: | 2200511 | ESCHOOL |
| Registration Number: | 2817942 | GREECEQUEST |
| Registration Number: | 2687966 | HOTLINKS |
| Registration Number: | 2489511 | HOTLINKS FOR ELEMENTARY SCIENCE |
| Registration Number: | 2717656 | MAYAQUEST |
| Registration Number: | 2657568 | REALTIME EVENTS |
| Registration Number: | 2497437 | TEACHER'S WEBPACK |
| Registration Number: | 2694521 | THE QUEST CHANNEL |
| Registration Number: | 2712536 | THE QUEST CHANNEL |
| Registration Number: | 2208764 | CHILDREN'S MAGAZINE GUIDE |
| Registration Number: | 1704863 | CHILDREN'S MAGAZINE GUIDE |
| Registration Number: | 2048485 | CLEAR & SIMPLE |
| Registration Number: | 2324558 | CRINKLES |
| Registration Number: | 2295813 | CRINKLES |
| Registration Number: | 2415165 | GEM GREENWOOD ELECTRONIC MEDIA |
| Registration Number: | 3065787 | GENREFLECTING |
| Registration Number: | 1415868 | PRAEGER |
| Registration Number: | 1274273 | Q QUORUM |
| Registration Number: | 1520892 | THE READER'S ADVISER |
| Registration Number: | 1986122 | IVEN CONMIGO! |
| Registration Number: | 1944730 | ıVEN CONMIGO! |
| Registration Number: | 2923895 | ıEXPRESATE! |
| Registration Number: | 2942664 | ıEXPRESATE! |
| Registration Number: | 3059281 | ıEXPRESATE! |
| Registration Number: | 2746773 | 1866 |
| Registration Number: | 2695808 | KBOOM |
| Registration Number: | 1164609 | A HARVEST/HBJ BOOK |
| Registration Number: | 2393771 | A TO ZOO |
| Registration Number: | 2393770 | A TO ZOO |

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|----------------------|----------|----------------------|
| Registration Number: | 1971829 | ALLEZ, VIENS! |
| Registration Number: | 1974217 | ALLEZ, VIENS! |
| Registration Number: | 3256357 | AMERICAN ANTHEM |
| Registration Number: | 3256356 | AMERICAN ANTHEM |
| Registration Number: | 1914332 | ANYTIME IS MATH TIME |
| Registration Number: | 1977169 | ANYTIME MATH |
| Registration Number: | 1977168 | ANYTIME MATH |
| Registration Number: | 1977167 | ANYTIME MATH |
| Registration Number: | 2986461 | ART EVERYWHERE |
| Registration Number: | 2152220 | ART EXPRESS |
| Registration Number: | 2241120 | ART EXPRESS |
| Registration Number: | 3280540 | BIEN DIT! |
| Registration Number: | 3291632 | BIEN DIT! |
| Registration Number: | 1921998 | BIOLOGY TODAY |
| Registration Number: | 2180681 | BIOSOURCES |
| Registration Number: | 2180682 | BIOSOURCES |
| Registration Number: | 1811532 | BROWNDEER PRESS |
| Registration Number: | 1744474 | BUILD-A-KIT |
| Registration Number: | 2955420 | CALL TO FAITH |
| Registration Number: | 2882731 | CALL TO FAITH |
| Registration Number: | 2942700 | CALL TO FAITH |
| Registration Number: | 2249730 | CHEMFILE |
| Registration Number: | 2301714 | CHEMFILE |
| Registration Number: | 2037927 | CIELO ABIERTO |
| Registration Number: | 2064019 | CIELO ABIERTO |
| Registration Number: | 3256351 | CIVICS IN PRACTICE |
| Registration Number: | 3260880 | CIVICS IN PRACTICE |
| Registration Number: | 1958361 | COMPUTER LINKS |
| Registration Number: | 1851090 | |
| Serial Number: | 77125283 | CALL TO CELEBRATE |
| Serial Number: | 77125657 | CALL TO CELEBRATE |
| Registration Number: | 2140207 | |
| Registration Number: | 2364545 | |
| Registration Number: | 2344003 | |
| Registration Number: | 2092985 | |

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| Registration Number: | 2105249 | |
| Registration Number: | 1725641 | |
| Registration Number: | 1755519 | |
| Registration Number: | 2836203 | |
| Registration Number: | 1959089 | |
| Registration Number: | 2195064 | E-LAB |
| Registration Number: | 2232846 | E-LAB |
| Registration Number: | 2191545 | E-LAB |
| Registration Number: | 2836200 | ELEMENTS OF LANGUAGE |
| Registration Number: | 2836198 | ELEMENTS OF LANGUAGE |
| Registration Number: | 2836207 | ELEMENTS OF LITERATURE |
| Registration Number: | 2836208 | ELEMENTS OF LITERATURE |
| Registration Number: | 3150816 | ELEMENTS OF READING |
| Registration Number: | 3138706 | ELEMENTS OF READING |
| Registration Number: | 2960484 | ELEMENTS OF READING |
| Registration Number: | 2836204 | ELEMENTS OF WRITING |
| Registration Number: | 2836199 | ELEMENTS OF WRITING |
| Registration Number: | 1839309 | ESTRELLAS DE LA LITERATURA |
| Registration Number: | 1839416 | ESTRELLAS DE LA LITERATURA |
| Registration Number: | 2754425 | GEOSKILLS |
| Registration Number: | 3257625 | GO.HRW.COM |
| Registration Number: | 2484058 | GRAMMAR JINGLES |
| Registration Number: | 2486398 | GRAMMAR JINGLES |
| Registration Number: | 1994073 | GRAPH LINKS |
| Registration Number: | 1989170 | GRAPH LINKS |
| Registration Number: | 2288303 | GREEN LIGHT READERS |
| Registration Number: | 1718098 | GULLIVER BOOKS |
| Registration Number: | 1757639 | GULLIVER GREEN |
| Registration Number: | 861720 | HARBINGER |
| Registration Number: | 2403228 | HARCOURT |
| Registration Number: | 2418049 | HARCOURT |
| Registration Number: | 2399024 | HARCOURT |
| Registration Number: | 2373758 | HARCOURT |
| Registration Number: | 2418596 | HARCOURT |
| Registration Number: | 2386508 | HARCOURT |

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| Registration Number: | 2423984 | HARCOURT |
| Registration Number: | 2451688 | HARCOURT |
| Registration Number: | 2394253 | HARCOURT |
| Registration Number: | 2384169 | HARCOURT |
| Registration Number: | 1922761 | HARCOURT BRACE |
| Registration Number: | 861393 | HARVEST |
| Registration Number: | 2431544 | HI |
| Registration Number: | 2844416 | HOLT |
| Registration Number: | 2779364 | HOLT |
| Registration Number: | 2249740 | HOLT CHEMFILE |
| Registration Number: | 2303746 | HOLT CHEMFILE |
| Registration Number: | 2852163 | HOLT ONLINE ESSAY SCORING |
| Registration Number: | 2902739 | HOLT ONLINE LEARNING |
| Registration Number: | 3062822 | HOLT PROFESSIONAL DEVELOPMENT |
| Registration Number: | 3062874 | HOLT PROFESSIONAL DEVELOPMENT |
| Registration Number: | 2438434 | HOLT, RINEHART AND WINSTON INTERACTIVE |
| Registration Number: | 2008960 | HRW |
| Registration Number: | 1996112 | HRW |
| Registration Number: | 1943779 | HRW MULTIMEDIA CURRICULUM SYSTEMS |
| Registration Number: | 1948433 | HRW MULTIMEDIA CURRICULUM SYSTEMS |
| Registration Number: | 2994745 | IDEA WORKS! |
| Registration Number: | 2131889 | INSTANT READERS |
| Registration Number: | 2131892 | INSTANT READERS |
| Registration Number: | 2131920 | INSTANT READERS |
| Registration Number: | 2131917 | INSTANT READERS |
| Registration Number: | 1778520 | INTERACTIVE TEACHING PAC |
| Registration Number: | 1917740 | KOMM MIT! |
| Registration Number: | 1892133 | KOMM MIT! |
| Registration Number: | 1916397 | LIBROS VIAJERO |
| Registration Number: | 2599348 | LULLABY LIGHTS |
| Registration Number: | 1743993 | M.C. LION |
| Registration Number: | 2095020 | MAGIC CARPET BOOKS |
| Registration Number: | 2086328 | MAGIC CARPET BOOKS |
| Registration Number: | 2245170 | MATEMATICAS MI VENTAJA |
| Registration Number: | 2159672 | MATH ADVANTAGE |

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| Registration Number: | 2162808 | MATH ADVANTAGE |
| Registration Number: | 3185016 | MATH CENTER |
| Registration Number: | 2574759 | MATH JINGLES |
| Registration Number: | 2503326 | MATH JINGLES |
| Registration Number: | 1692959 | MATHEMATICS PLUS |
| Registration Number: | 2853015 | MILES THE MOLE |
| Registration Number: | 2476221 | MINIREAD |
| Registration Number: | 2476222 | MINIREAD |
| Registration Number: | 2504468 | MINIREAD |
| Registration Number: | 2504467 | MINI READ |
| Registration Number: | 2495065 | MISSION: COMPREHENSION |
| Registration Number: | 1877577 | MODERN BIOLOGY |
| Registration Number: | 1916234 | MODERN BIOLOGY |
| Registration Number: | 3057147 | MODERN CHEMISTRY |
| Registration Number: | 2773458 | MODERN CHEMISTRY |
| Registration Number: | 2773499 | MODERN EARTH SCIENCE |
| Registration Number: | 2812478 | MODERN EARTH SCIENCE |
| Registration Number: | 2873633 | MODERN PHYSICS |
| Registration Number: | 2874092 | MOVING INTO ENGLISH |
| Registration Number: | 2874093 | MOVING INTO ENGLISH |
| Registration Number: | 3067477 | NUEVAS VISTAS |
| Registration Number: | 3040227 | NUEVAS VISTAS |
| Registration Number: | 2086123 | ON MY OWN |
| Registration Number: | 2446541 | ONE-STOP PLANNER |
| Registration Number: | 1984784 | PATTERN MAKER |
| Registration Number: | 1981753 | PATTERN MAKER |
| Registration Number: | 2458216 | PHONICS EXPRESS |
| Registration Number: | 2800168 | POWERNOTES |
| Registration Number: | 1914331 | PROBLEM SOLVING THINK ALONG |
| Registration Number: | 1964571 | RED WAGON BOOKS |
| Registration Number: | 3131011 | REFLECTIONS |
| Registration Number: | 3127949 | REFLECTIONS |
| Registration Number: | 2126437 | RELATOS DE LA HISTORIA |
| Registration Number: | 1977166 | SCIENCE ANYTIME |
| Registration Number: | 1778312 | SCIENCEPLUS |

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| Registration Number: | 1708134 | SCIENCEPLUS |
| Registration Number: | 2133209 | SILVER WHISTLE |
| Registration Number: | 2091859 | STORIES IN TIME |
| Registration Number: | 2056152 | STORIES IN TIME |
| Serial Number: | 77024065 | STORYTOWN |
| Serial Number: | 77074802 | RELATOS DE LA HISTORIA |
| Serial Number: | 77046604 | HOLT SOUNDBOOTH |
| Registration Number: | 1979765 | STRETCH YOUR THINKING |
| Registration Number: | 1979764 | TAKE ANOTHER LOOK |
| Registration Number: | 1744519 | TEACHER'S RESOURCEBANK |
| Registration Number: | 1429047 | THE BIOFILE |
| Registration Number: | 2893957 | THE INTERVENTION SOLUTION |
| Registration Number: | 1901641 | TREASURY OF LITERATURE |
| Registration Number: | 1894104 | TREASURY OF LITERATURE |
| Registration Number: | 1894201 | TREASURY OF LITERATURE |
| Registration Number: | 1978458 | USE WHAT YOU KNOW |
| Registration Number: | 1908415 | VOYAGER BOOKS |
| Registration Number: | 2186512 | WALKING BY FAITH |
| Registration Number: | 2409976 | WALKING BY FAITH |
| Registration Number: | 1905624 | WORKMAT |
| Registration Number: | 2958353 | ACCESS 21ST CENTURY |
| Registration Number: | 2902485 | ACHIEVE IT! |
| Registration Number: | 3016479 | ACTIVATE EARLY LEARNING |
| Registration Number: | 3024883 | ACTIVATE EARLY LEARNING |
| Registration Number: | 2157157 | BUILDING STRATEGIES |
| Registration Number: | 2428222 | CHIQUILIBROS |
| Registration Number: | 2840344 | CORE SKILLS |
| Registration Number: | 2419335 | |
| Registration Number: | 2421542 | |
| Registration Number: | 1745771 | |
| Registration Number: | 2235013 | EARTH: FORCES AND FORMATIONS |
| Registration Number: | 2993480 | E-ASSESSMENT |
| Registration Number: | 2851720 | E-ASSESSMENT |
| Registration Number: | 2077060 | EDL |
| Registration Number: | 1140744 | EDL READING POWER MODULE |

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| Registration Number: | 2482212 | EN PAREJAS |
| Registration Number: | 2423480 | EN PAREJAS |
| Registration Number: | 2279508 | ENGLISH ASAP |
| Registration Number: | 2278206 | ENGLISH ASAP |
| Registration Number: | 1063766 | FILMSTIK |
| Registration Number: | 2279509 | FOCUS ON SCIENCE |
| Registration Number: | 3254655 | GREAT STRIDES |
| Registration Number: | 2739262 | I LEARNING ONLINE INTERACTIVE |
| Registration Number: | 2736051 | I LOLI |
| Registration Number: | 3257646 | IN STEP READERS |
| Registration Number: | 2027056 | LEARNING 100 |
| Registration Number: | 805209 | LISTEN AND READ |
| Registration Number: | 3325486 | LITERACY BY DESIGN |
| Registration Number: | 3325487 | LITERACY BY DESIGN |
| Registration Number: | 3254657 | LYNX |
| Registration Number: | 2220875 | MANY PLACES, FRIENDLY FACES |
| Registration Number: | 3042127 | MAX THE BEAR |
| Registration Number: | 2595786 | ON DECK |
| Registration Number: | 2878793 | K-9 NATION |
| Registration Number: | 2886065 | ON OUR WAY TO ENGLISH |
| Registration Number: | 2423479 | PAIR-IT BOOKS |
| Registration Number: | 2155408 | PAIR-IT BOOKS |
| Registration Number: | 2604729 | PHONICS BUILD-A-WORD BOOKS |
| Registration Number: | 2612602 | PHONICS BUILD-A-WORD BOOKS |
| Registration Number: | 2612374 | PHONICS BUILD-A-WORD BOOKS |
| Registration Number: | 2607321 | PHONICS BUILD-A-WORD BOOKS |
| Registration Number: | 2111404 | PHONICSMART |
| Registration Number: | 2722469 | POWER UP! BUILDING READING STRENGTH |
| Registration Number: | 2314342 | REACH FOR READING |
| Registration Number: | 2379157 | REACHING HIGHER |
| Registration Number: | 2523933 | REACHING UP |
| Registration Number: | 2958351 | READS READING EVALUATION AND DIAGNOSIS SYSTEM |
| Serial Number: | 78819785 | READ ON |
| Serial Number: | 78819795 | READ ON |
| Serial Number: | 77054286 | LYNX |

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| Serial Number: | 77024090 | STORYTOWN |
| Serial Number: | 77309860 | TILT |
| Registration Number: | 3254627 | READS READING EVALUATION AND DIAGNOSTIC SYSTEM |
| Registration Number: | 2575274 | RIGBY |
| Registration Number: | 2561211 | RIGBY |
| Registration Number: | 2533714 | RIGBY |
| Registration Number: | 2685761 | RIGBY BEST TEACHERS PRESS |
| Registration Number: | 2575415 | RIGBYCAMPUS.COM |
| Registration Number: | 2796499 | RISE |
| Registration Number: | 1819899 | RSVP |
| Registration Number: | 3171625 | SAXON |
| Registration Number: | 3171627 | SAXON |
| Registration Number: | 3224520 | SAXON EARLY LEARNING |
| Registration Number: | 3183435 | SAXON EARLY LEARNING |
| Registration Number: | 3171487 | SAXON EARLY LEARNING |
| Registration Number: | 2983481 | SAXON PHONICS |
| Registration Number: | 2906700 | START SMART |
| Registration Number: | 1739812 | STECK-VAUGHN COMPANY |
| Registration Number: | 2299950 | STECK-VAUGHN PHONICS READERS PLUS |
| Registration Number: | 2637126 | STECK-VAUGHN SPELLING LINKING WORDS TO MEANING |
| Registration Number: | 2644358 | STECK-VAUGHN SPELLING LINKING WORDS TO MEANING |
| Registration Number: | 3256354 | STEPS TO ACHIEVE |
| Registration Number: | 2777742 | STRENGTH IN NUMBERS |
| Registration Number: | 3305783 | SUMMER STUDIO |
| Registration Number: | 3293260 | SUMMER STUDIO |
| Registration Number: | 1972667 | TEST BEST |
| Registration Number: | 2838150 | THINK-ALONGS |
| Registration Number: | 2838221 | THINK-ALONGS |
| Registration Number: | 2279507 | TOOLS FOR PROBLEM SOLVING |
| Registration Number: | 3258472 | TOP LINE MATH |
| Registration Number: | 2643847 | TUGS & HUGS |
| Registration Number: | 2143050 | WHAT ABOUT |
| Registration Number: | 2487125 | WONDER WRITERS |
| Registration Number: | 1107295 | WORD CLUES |
| Registration Number: | 509901 | WORKTEXT |

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|----------------------|---------|-----------------------------------------------------------------|
| Registration Number: | 3118881 | A2L |
| Registration Number: | 3084287 | ACCESS BUILDING LITERACY THROUGH LEARNING |
| Registration Number: | 2674598 | AIM HIGHER |
| Registration Number: | 2668121 | AIM HIGHER |
| Registration Number: | 2630457 | ASSESS2 |
| Registration Number: | 2617098 | ASSESS2KNOW |
| Registration Number: | 3123903 | ASSESS2KNOW |
| Registration Number: | 3307820 | ASSESS2KNOW |
| Registration Number: | 3298540 | ASSESS2KNOW |
| Registration Number: | 2834877 | ASSESS2LEARN |
| Registration Number: | 2685403 | ASSESS2LEARN |
| Registration Number: | 2847929 | ASSESS2LEARN |
| Registration Number: | 2685407 | ASSESS2LEARN |
| Registration Number: | 2946363 | BEAR BASIC EARLY ASSESSMENT OF READING |
| Registration Number: | 2756951 | BEAR BASIC EARLY ASSESSMENT OF READING |
| Registration Number: | 3131741 | BATERIA III |
| Registration Number: | 3131805 | BATERIA III WOODCOCK-MUÑOZ |
| Registration Number: | 2605875 | BEAR |
| Registration Number: | 2769779 | BEAR |
| Registration Number: | 2605874 | BEAR |
| Registration Number: | 2828276 | BEAR |
| Registration Number: | 2939148 | BEAR BASIC EARLY ASSESSMENT OF READING COMPUTER-ADMINISTERED |
| Registration Number: | 1198662 | BENDER |
| Registration Number: | 2060454 | BIBLIOBASE |
| Registration Number: | 2063454 | BIBLIOBASE |
| Registration Number: | 2699982 | CALABASH |
| Registration Number: | 2677696 | CALABASH |
| Registration Number: | 2677781 | CALABASH |
| Registration Number: | 2677695 | CALABASH |
| Registration Number: | 2677699 | CALABASH PROFESSIONAL LEARNING SYSTEMS |
| Registration Number: | 3322223 | CLARION BOOKS |
| Registration Number: | 2767185 | CLASSWELL |
| Registration Number: | 2528574 | CLASSWELL |
| Registration Number: | 2612696 | CLASSWELL |

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|----------------------|---------|-------------------------------------------------------------------------|
| Registration Number: | 2528576 | CLASSWELL LEARNING GROUP |
| Registration Number: | 2363237 | CLASSZONE |
| Registration Number: | 1492201 | COGAT |
| Registration Number: | 2364704 | COMPUSCORE |
| Registration Number: | 2970644 | CONCENTRATE ON! |
| Registration Number: | 2402896 | CREATING AMERICA |
| Registration Number: | 3125501 | DAR DIAGNOSTIC ASSESSMENTS OF READING |
| Registration Number: | 1708124 | DARTTS |
| Registration Number: | 1718054 | DARTTS DIAGNOSTIC ASSESSMENTS OF READING WITH TRIAL TEACHING STRATEGIES |
| Registration Number: | 2358372 | DATA PLACE |
| Registration Number: | 3052876 | EARLY SUCCESS |
| Registration Number: | 2581317 | EAROBICS |
| Registration Number: | 2637359 | EAROBICS |
| Registration Number: | 2537250 | EAROBICS BUILDS BETTER READERS |
| Registration Number: | 2530620 | EAROBICS BUILDS BETTER READERS |
| Registration Number: | 2618796 | EAROBICS LITERACY LAUNCH |
| Registration Number: | 2140700 | EDUCATION PLACE |
| Registration Number: | 1955517 | EDUSOFT |
| Registration Number: | 2267215 | EDUSPACE |
| Registration Number: | 2081479 | EVERY DAY COUNTS |
| Registration Number: | 3025499 | FIVE LITTLE MONKEYS |
| Registration Number: | 2070757 | FLASHGUIDE |
| Registration Number: | 2931060 | GAMEGOO |
| Registration Number: | 2444444 | GATES-MACGINITIE READING TESTS |
| Registration Number: | 2444443 | GATES-MACGINITIE READING TESTS |
| Registration Number: | 2908088 | GEOLOGYLINK |
| Registration Number: | 2541880 | GEOLOGYLINK |
| Registration Number: | 2719172 | GEOMETREATS |
| Registration Number: | 2438599 | GMRT |
| Registration Number: | 2919657 | GRAPHIA |
| Registration Number: | 2919654 | GRAPHIA |
| Registration Number: | 2065921 | GREAT SOURCE |
| Registration Number: | 2133119 | GREAT SOURCE |
| Registration Number: | 2131062 | GREAT SOURCE |

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| Registration Number: | 3185312 | GREAT SOURCE PROGRESS PLUS |
| Registration Number: | 3072642 | GREAT SOURCE READING ADVANTAGE |
| Registration Number: | 3113529 | GREAT SOURCE READING ADVANTAGE |
| Registration Number: | 2007016 | GREAT START |
| Registration Number: | 1106063 | H HEATH |
| Registration Number: | 0917233 | HEATH |
| Registration Number: | 2769881 | HM MATHSPACE |
| Registration Number: | 2725551 | HM MATHSPACE |
| Registration Number: | 2765159 | HM MATHSPACE |
| Registration Number: | 2589754 | HMCLASSPREP |
| Registration Number: | 1700276 | HOUGHTON MIFFLIN |
| Registration Number: | 0432144 | |
| Registration Number: | 2285490 | HOUGHTON MIFFLIN |
| Registration Number: | 2140707 | HOUGHTON MIFFLIN EDUCATION PLACE |
| Registration Number: | 2267214 | HOUGHTON MIFFLIN EDUSPACE |
| Registration Number: | 2132119 | HOUGHTON MIFFLIN SCHOOL DIRECT |
| Registration Number: | 2816661 | INSIDE WRITING |
| Registration Number: | 1517921 | IOWA TESTS OF BASIC SKILLS |
| Registration Number: | 1516069 | IOWA TESTS OF EDUCATIONAL DEVELOPMENT |
| Registration Number: | 2964654 | IOWA TESTS OF EDUCATIONAL DEVELOPMENT |
| Registration Number: | 1477647 | ITBS |
| Registration Number: | 1496736 | ITED |
| Registration Number: | 2743316 | KAUFMAN FOCUS GUIDES |
| Registration Number: | 2080116 | KEYTAB |
| Registration Number: | 2640297 | LAHASKA PRESS |
| Registration Number: | 2678779 | LAHASKA PRESS |
| Registration Number: | 2474067 | LANGUAGE NETWORK |
| Registration Number: | 2407034 | LANGUAGE NETWORK |
| Registration Number: | 3081315 | LARSON LEARNING |
| Registration Number: | 2711266 | LEARNER PROFILE |
| Registration Number: | 2652381 | LEARNING MILESTONES |
| Registration Number: | 2586557 | LOGRAMOS |
| Registration Number: | 2766610 | LOGRAMOS |
| Registration Number: | 2752362 | MATH TRIPS |
| Registration Number: | 1960350 | MCDUGAL LITTELL |

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|----------------------|---------|-------------------------------------|
| Registration Number: | 3283406 | MCDUGAL LITTELL RESOURCES2GO |
| Registration Number: | 3275893 | MCDUGAL LITTELL RESOURCES2GO |
| Registration Number: | 2662865 | MEASURING LESS WOULD BE UNBEARABLE |
| Registration Number: | 2570968 | MIKE MULLIGAN AND HIS STEAM SHOVEL |
| Registration Number: | 2570958 | MIKE MULLIGAN AND HIS STEAM SHOVEL |
| Registration Number: | 2569455 | MIKE MULLIGAN AND HIS STEAM SHOVEL |
| Registration Number: | 2570959 | MIKE MULLIGAN AND HIS STEAM SHOVEL |
| Registration Number: | 1696070 | |
| Registration Number: | 1378958 | |
| Registration Number: | 0396355 | |
| Registration Number: | 2289050 | |
| Registration Number: | 2838196 | MORE THAN JUST TEACHING TO THE TEST |
| Registration Number: | 2124230 | NEW WAYS TO KNOW |
| Registration Number: | 2159564 | NEW WAYS TO KNOW |
| Registration Number: | 2209397 | NEW WAYS TO KNOW |
| Registration Number: | 2373830 | NEXTEXT |
| Registration Number: | 2386341 | NEXTEXT |
| Registration Number: | 2468339 | NJPASS |
| Registration Number: | 1563337 | NPSS |
| Registration Number: | 1691439 | PETERSON FIELD GUIDE SERIES |
| Registration Number: | 1697568 | PETERSON FIELD GUIDES |
| Registration Number: | 1697567 | PETERSON FIRST GUIDES |
| Registration Number: | 2067972 | PETERSON FLASHGUIDES |
| Registration Number: | 2405223 | PETERSON MULTIMEDIA GUIDES |
| Registration Number: | 0937608 | PHONICS WE USE |
| Registration Number: | 2465297 | PSYCHABILITIES |
| Registration Number: | 2465295 | PSYCHABILITIES |
| Registration Number: | 3144042 | QUALLS EARLY LEARNING INVENTORY |
| Registration Number: | 3144043 | QUALLS EARLY LEARNING INVENTORY |
| Registration Number: | 2740044 | READ UP! |
| Registration Number: | 2734492 | READ UP! |
| Registration Number: | 2770050 | REPORTEXPRESS |
| Registration Number: | 0767596 | RIVERSIDE |
| Registration Number: | 1579602 | RIVERSIDE SCORING SERVICE |
| Registration Number: | 2253328 | RLSS |

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|----------------------|----------|--------------------------------------------------------|
| Registration Number: | 2820289 | SCANEXPRESS |
| Registration Number: | 2719067 | SCHOOL DIRECT |
| Registration Number: | 3294472 | SCIENCE ASSESSMENT SERIES |
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| Registration Number: | 2672669 | SKILLSTUTOR |
| Registration Number: | 3242812 | SKILLSURFER |
| Registration Number: | 3240280 | SKILLSURFER |
| Registration Number: | 3240281 | SKILLSURFER |
| Registration Number: | 3242813 | SKILLSURFER |
| Registration Number: | 3240279 | SKILLSURFER THE ONLINE PIPELINE TO STUDENT PERFORMANCE |
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| Registration Number: | 2630459 | SOLUTIONS FOR LITERACY AND LANGUAGE |
| Registration Number: | 2613763 | SOLUTIONS FOR LITERACY AND LANGUAGE |
| Registration Number: | 2579757 | SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY |
| Registration Number: | 2800571 | SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY |
| Registration Number: | 2300905 | SPELLER COASTER! |
| Registration Number: | 2300715 | SPELLING SPREE |
| Registration Number: | 2474487 | SUMMER SUCCESS |
| Registration Number: | 2474488 | SUMMER SUCCESS |
| Registration Number: | 0978877 | VERFLEX |
| Serial Number: | 77152773 | STECK-VAUGHN |
| Serial Number: | 77152996 | STECK-VAUGHN |
| Serial Number: | 77056191 | VOCABULARY ADVANTAGE |
| Registration Number: | 1476831 | TAP |
| Registration Number: | 1560818 | TAYLOR'S GUIDE |
| Registration Number: | 2140798 | TAYLOR'S WEEKEND GARDENING GUIDES |
| Registration Number: | 1619232 | TEST ALERT |
| Registration Number: | 3187806 | THE 100 WORDS |
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| Registration Number: | 2497860 | THE BEST AMERICAN ESSAYS |

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| Registration Number: | 2681631 | THE BEST AMERICAN SERIES |
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| Registration Number: | 1702915 | THE COMPUTER LEARNING WORKS INC |
| Registration Number: | 2549134 | THE IOWA TESTS |
| Registration Number: | 2549130 | THE IOWA TESTS |
| Registration Number: | 2401884 | THE NAME THE EXPERTS TRUST |
| Registration Number: | 2274488 | THE WRITE TRAITS |
| Registration Number: | 3313132 | TURNING INFORMATION INTO ACHIEVEMENT |
| Registration Number: | 2851609 | TUTOR PLACE |
| Registration Number: | 2265725 | UNIT |
| Registration Number: | 2265726 | UNIT UNIVERSAL NONVERBAL INTELLIGENCE TEST |
| Registration Number: | 2434289 | VISUAL GRAMMAR |
| Registration Number: | 2264955 | WACKY WEB TALES |
| Registration Number: | 2621891 | WE BUILD BETTER READERS |
| Registration Number: | 2613182 | WE BUILD BETTER READERS |
| Registration Number: | 2456103 | WJ-III |
| Registration Number: | 2458192 | WJ III |
| Registration Number: | 2458191 | WJ III |
| Registration Number: | 2458193 | WJ III |
| Registration Number: | 3182305 | WJ III DIAGNOSTIC READING BATTERY |
| Registration Number: | 1803155 | WJ-R |
| Registration Number: | 3170450 | WJ III DIAGNOSTIC READING BATTERY |
| Registration Number: | 1801920 | WOODCOCK-JOHNSON |
| Registration Number: | 3161467 | WOODCOCK-MUÑOZ LANGUAGE SURVEY |
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| Registration Number: | 3315422 | WRITESPACE |
| Registration Number: | 3200139 | QELI |
| Registration Number: | 2074846 | CURIOUS GEORGE |
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| Serial Number: | 76674697 | DEFINE-A-THON |
| Serial Number: | 76679673 | EAROBICS |
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| Serial Number: | 76591699 | FIVE LITTLE MONKEYS |
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| Serial Number: | 76682829 | TOTAL PRACTICE ZONE |
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| Serial Number: | 76642914 | UNIT GROUP ABILITIES TEST |
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| Serial Number: | 76663575 | WJ III NU |

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3016380511
Email: ipresearchplus@comcast.net
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

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|-------------------------|----------------------|
| ATTORNEY DOCKET NUMBER: | 32574 |
| NAME OF SUBMITTER: | Penelope J.A. Agodoa |
| Signature: | /pja/ |
| Date: | 01/14/2008 |

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MEZZANINE TRADEMARK SECURITY AGREEMENT, dated as of December 12, 2007, among CLASSROOM CONNECT, INC., a Delaware corporation, GREENWOOD PUBLISHING GROUP, INC., a Delaware corporation, HMH PUBLISHERS LLC, a Delaware Limited Liability company, HMH SUPPLEMENTAL PUBLISHERS INC., a Delaware corporation; and HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY, a Delaware corporation (each a “Grantor” and, collectively, the “Grantors”), and CREDIT SUISSE, CAYMAN ISLANDS BRANCH, as collateral agent (the “Collateral Agent”).

Reference is made to the Mezzanine Guarantee and Collateral Agreement dated as of December 12, 2007 (as amended, supplemented or otherwise modified from time to time, the “Security Agreement”), among Riverdeep Education Limited (in the process of changing its name to HMH Publishing Company Limited) (“Holdings”), Houghton Mifflin Harcourt Publishers Inc. (“HMHP”), HMH Publishers LLC (“Publishers”) and Houghton Mifflin Harcourt Publishing Company (“HMCo”, and, together with HMHP and Publishers, collectively, the “Borrower”), the subsidiaries of Holdings party thereto and the Collateral Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Mezzanine Credit Agreement dated as of December 12, 2007 (as amended, supplemented or otherwise modified from time to time, the “Mezzanine Credit Agreement”). The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Grantors are affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Mezzanine Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. *Terms.* Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.01(b) of the Security Agreement also apply to this Agreement.

SECTION 2. *Grant of Security Interest.* As security for the payment or performance, as the case may be, in full of the Obligations (and, to the extent provided in Section 7.01(b) of the Security Agreement, the HM 7.20% Notes Obligations), each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties (and, to the extent provided in Section 7.01(b) of the Security Agreement, the HM 7.20% Noteholders), a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the “Trademark Collateral”):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos,

other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any political subdivision thereof, and all extensions or renewals thereof, listed on Schedule I (the “*Trademarks*”);


(b) all goodwill associated with or symbolized by the Trademarks; and

(c) all assets, rights and interests that uniquely reflect or embody the Trademarks.

SECTION 3. *Security Agreement.* The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

CREDIT SUISSE, CAYMAN ISLANDS
BRANCH, as Collateral Agent,

by


Name: JUDITH E. SMITH
Title: DIRECTOR

by


Name: DOREEN BARR
Title: VICE PRESIDENT

[SIGNATURE PAGE TO MEZZANINE TRADEMARK SECURITY AGREEMENT]

CLASSROOM CONNECT, INC.,

by



Name: William Bayers

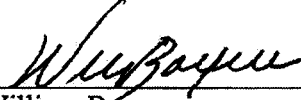
Title: Senior Vice President

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

TRADEMARK
REEL: 003696 FRAME: 0336

GREENWOOD PUBLISHING GROUP,
INC.,

by



Name: William Bayers

Title: Senior Vice President

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

TRADEMARK
REEL: 003696 FRAME: 0337

HMH PUBLISHERS LLC,

by



Name: William Bayers

Title: Proper Officer

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

TRADEMARK
REEL: 003696 FRAME: 0338

HMH SUPPLEMENTAL PUBLISHERS
INC.,

by



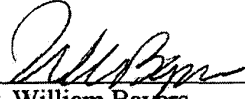
Name: William Bayers

Title: Senior Vice President

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

HOUGHTON MIFFLIN HARCOURT
PUBLISHING COMPANY,

by



Name: William Bayers

Title:

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

RECORDED: 01/14/2008

TRADEMARK
REEL: 003696 FRAME: 0340