

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Delta Education, LLC		08/31/2005	limited liability company: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Collateral Agent
<b>Street Address:</b>	1455 Market Street
<b>Internal Address:</b>	CA5-701-05-19
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94103
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 58**

Property Type	Number	Word Mark
Registration Number:	2923833	DELTA CIRCUITWORKS
Registration Number:	2755799	FRACTION BURGER
Registration Number:	2844301	DELTA SCIENCE MODULE
Registration Number:	2837853	DECIMAL DOG
Registration Number:	2812356	DELTA EDUCATION
Registration Number:	2552466	NEO/BLOOD
Registration Number:	2558524	NEO SCI
Registration Number:	2599179	DIAL-A-SHAPE
Registration Number:	2599178	DIAL-A-VARIABLE
Registration Number:	2509888	DIAL-A-TRIAL
Registration Number:	2509887	DIAL-A-VOLUME
Registration Number:	2509886	DIAL-A-PATTERN
Registration Number:	2630333	LESSONLOGIC

**OP \$1465.00 2923833**

Registration Number:	2605461	MATH TUNE-UPS
Registration Number:	2472426	FUNCTION SHAKE
Registration Number:	2524154	PROFESSOR PETE'S
Registration Number:	2495010	SHH...SHAPES
Registration Number:	2458617	DIAL-A-DIGIT
Registration Number:	2462811	FRACTIONOES
Registration Number:	2456424	DIAL-A-TIME
Registration Number:	2462810	DIAL-A-FRACTION
Registration Number:	2458616	DIAL-A-DOLLAR
Registration Number:	2434267	CLAIMS TO FAME
Registration Number:	2370886	SCIENCE IN A NUTSHELL
Registration Number:	2458341	MATH IN A NUTSHELL
Registration Number:	2502701	SCIENCE VIEW
Registration Number:	2368405	DECIMAL DOG
Registration Number:	2343563	BASE TEN FRIES
Registration Number:	2463291	A CLEAR VIEW
Registration Number:	2362067	FRACTION BURGER
Registration Number:	2374672	DELTA EDUCATION & DESIGN
Registration Number:	2343043	DELTA EDUCATION
Registration Number:	2451571	NEO/RESOURCE
Registration Number:	2460125	NEO/LAB
Registration Number:	2451570	NEO/SLIDE
Registration Number:	2281714	EPS
Registration Number:	2292743	EPS
Registration Number:	2292730	EPS
Registration Number:	2287995	EPS
Registration Number:	2279489	EPS
Registration Number:	2276181	EXPLODE THE CODE
Registration Number:	2325691	PRIMARY PHONICS
Registration Number:	2278178	WORDLY WISE
Registration Number:	2396725	MAGIC SPELL
Registration Number:	2163913	SOUNDS SENSIBLE
Registration Number:	2167116	EPS
Registration Number:	2129828	EDUCATORS PUBLISHING SERVICE
Registration Number:	2048906	S.P.I.R.E.

Registration Number:	1978333	TEACHER'S CHOICE
Registration Number:	2465862	TOUCHPHONICS
Registration Number:	1877608	FAST FOOD FOR THOUGHT
Registration Number:	1907146	BECAUSE CHILDREN LEARN BY DOING
Registration Number:	1783147	DELTA EDUCATION SCIS 3
Serial Number:	78628430	DOTCAR
Serial Number:	78579490	DELTA SCIENCE FIRST READERS
Serial Number:	76621988	EPS
Serial Number:	76613053	GETTING STARTED WITH MANIPULATIVES
Serial Number:	76575452	EDUCATORS PUBLISHING SERVICE

**CORRESPONDENCE DATA**

Fax Number: (919)416-8339  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 919 286-8049  
Email: PTO\_TMconfirmation@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 430 Davis Drive  
Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.10393JESDELTANGSIT
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	10/31/2005

Total Attachments: 5  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of August 31, 2005 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[SIGNATURES ON FOLLOWING PAGE]

Very truly yours,

DELTA EDUCATION, LLC,  
a Delaware limited liability company

By: Mary M Kabacinski  
Name: Mary M. Kabacinski  
Title: Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: \_\_\_\_\_  
Name:  
Title:

DELTA EDUCATION, LLC  
GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 003184 FRAME: 0251**

Very truly yours,

DELTA EDUCATION, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_

Name: Mary M. Kabacinski

Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: *Arthur DelBianco*

Name:

Title:

DELTA EDUCATION, LLC  
GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 003184 FRAME: 0252**

**Delta Education, LLC  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

Mark	Registration No.	Registration Date
DELTA CIRCUITWORKS	2923833	02/01/05
FRACTION BURGER	2755799	08/26/03
DELTA SCIENCE MODULE	2844301	05/25/04
DECIMAL DOG	2837853	05/04/04
DELTA EDUCATION	2812356	02/10/04
NEO/BLOOD	2552466	03/26/02
NEO SCI	2558524	04/09/02
DIAL-A-SHAPE	2599179	07/23/02
DIAL-A-VARIABLE	2599178	07/23/02
DIAL-A-TRIAL	2509888	11/20/01
DIAL-A-VOLUME	2509887	11/20/01
DIAL-A-PATTERN	2509886	11/20/01
LESSONLOGIC	2630333	10/08/02
MATH TUNE-UPS	2605461	08/06/02
FUNCTION SHAKE	2472426	07/24/01
PROFESSOR PETE'S	2524154	01/01/02
SHH...SHAPES	2495010	10/02/01
DIAL-A-DIGIT	2458617	06/05/01
FRACTIONOES	2462811	06/19/01
DIAL-A-TIME	2456424	05/29/01
DIAL-A-FRACTION	2462810	06/19/01
DIAL-A-DOLLAR	2458616	06/05/01
CLAIMS TO FAME	2434267	03/06/01
SCIENCE IN A NUTSHELL	2370886	07/25/00
MATH IN A NUTSHELL	2458341	06/05/01
SCIENCE VIEW	2502701	10/30/01
DECIMAL DOG	2368405	07/18/00
BASE TEN FRIES	2343563	04/18/00
A CLEAR VIEW	2463291	06/26/01
FRACTION BURGER	2362067	06/27/00
DELTA EDUCATION and Design	2374672	08/08/00
DELTA EDUCATION and Design	2343043	04/18/00
NEO/RESOURCE	2451571	05/15/01
NEO/LAB	2460125	06/12/01
NEO/SLIDE	2451570	05/15/01
EPS and Design	2281714	09/28/99
EPS and Design	2292743	11/16/99
EPS	2292730	11/16/99
EPS	2287995	10/19/99
EPS	2279489	09/21/99
EXPLODE THE CODE	2276181	09/07/99

Mark	Registration No.	Registration Date
PRIMARY PHONICS	2325691	03/07/00
WORLDLY WISE	2278178	09/14/99
MAGIC SPELL	2396725	10/24/00
SOUNDS SENSIBLE	2163913	06/09/98
EPS	2167116	06/23/98
EDUCATORS PUBLISHING SERVICE	2129828	01/20/98
S.P.I.R.E.	2048906	04/01/97
TEACHER'S CHOICE	1978333	06/04/96
TOUCHPHONICS	2465862	07/03/01
FAST FOOD FOR THOUGHT	1877608	02/07/95
BECAUSE CHILDREN LEARN BY DOING	1907146	07/25/95
DELTA EDUCATION SCIS 3 and Design	1783147	07/20/93

**Pending Applications**

Mark	Application No.	Filing Date
DOTCAR	78628430	05/12/05
DELTA SCIENCE FIRST READERS	78579490	03/03/05
EPS and Design	76621988	11/22/04
GETTING STARTED WITH MANIPULATIVES	76613053	09/20/04
EDUCATORS PUBLISHING SERVICE	76575452	02/17/04