

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

## CONVEYING PARTY DATA

| Name                      | Formerly | Execution Date | Entity Type           |
|---------------------------|----------|----------------|-----------------------|
| WEEKLY READER CORPORATION |          | 07/22/2005     | CORPORATION: DELAWARE |

## RECEIVING PARTY DATA

|                   |                          |
|-------------------|--------------------------|
| Name:             | THE BANK OF NEW YORK     |
| Street Address:   | 600 E. LAS COLINAS BLVD. |
| Internal Address: | SUITE 1300               |
| City:             | IRVING                   |
| State/Country:    | TEXAS                    |
| Postal Code:      | 75039                    |
| Entity Type:      | CORPORATION: DELAWARE    |

## PROPERTY NUMBERS Total: 70

| Property Type  | Number   | Word Mark                       |
|----------------|----------|---------------------------------|
| Serial Number: | 78361189 | DAILY READER                    |
| Serial Number: | 75843455 | GEOSPIN                         |
| Serial Number: | 76208051 | GET SMART ABOUT DRUGS           |
| Serial Number: | 78291838 | PROMOTE THE VOTE                |
| Serial Number: | 75843454 | SCIENCESPIN                     |
| Serial Number: | 78161967 | THE VOICE OF AMERICA'S CHILDREN |
| Serial Number: | 78165416 | THE VOICE OF AMERICA'S STUDENTS |
| Serial Number: | 76385375 | WR TOOLKIT                      |
| Serial Number: | 76408358 | WR TOOLKIT                      |
| Serial Number: | 75618671 | BUDDY BEAR'S                    |
| Serial Number: | 72415445 | CAREER WORLD                    |
| Serial Number: | 71247405 | CURRENT EVENTS                  |
| Serial Number: | 73301738 | CURRENT HEALTH                  |

TRADEMARK

900035997

REEL: 003193 FRAME: 0759

CH \$1765.00 78361189

|                      |          |  |
|----------------------|----------|--|
| Serial Number:       | 71260337 | CURRENT SCIENCE                              |
| Serial Number:       | 74147346 | CURRICULUM INNOVATIONS GROUP                 |
| Serial Number:       | 73327843 | FUNNYBUNNY                                   |
| Serial Number:       | 75189303 | GALAXY WEEKLY READER                         |
| Serial Number:       | 75180039 | HEAR AMERICA!                                |
| Registration Number: | 885075   | IMAGINE AND WRITE                            |
| Serial Number:       | 75158987 | INFOGRAPHICS                                 |
| Serial Number:       | 73760700 | KIDKIT                                       |
| Serial Number:       | 74046859 | KIDS TV                                      |
| Serial Number:       | 72270447 | KNOW YOUR WORLD                              |
| Serial Number:       | 72318481 | MAP SKILLS FOR TODAY                         |
| Serial Number:       | 74006425 | MAP SKILLS FOR TODAY                         |
| Serial Number:       | 71274625 | MY WEEKLY READER                             |
| Serial Number:       | 75719301 | MY WEEKLY READER SUMMER MAGAZINE             |
| Serial Number:       | 75322190 | NIP  |
| Serial Number:       | 73734626 | PEANUT AND JOCKO                             |
| Serial Number:       | 71628727 | READ   |
| Serial Number:       | 72309922 | READ-STUDY-THINK                             |
| Serial Number:       | 74442122 | SCIENCE MATTERS                              |
| Serial Number:       | 75611854 | THE LARGEST NEWSPAPER FOR KIDS IN THE WORLD! |
| Serial Number:       | 75611852 | THE WEEKLY READER TEACHER                    |
| Registration Number: | 1503004  | WEEKLY READER                                |
| Registration Number: | 1519333  | WEEKLY READER                                |
| Serial Number:       | 75584518 | WEEKLY READER                                |
| Serial Number:       | 75158992 | WEEKLY READER BIG ISSUE!                     |
| Serial Number:       | 75611853 | WEEKLY READER NEWS FOR KIDS                  |
| Serial Number:       | 75572449 | WORLD NEWSMAP OF THE MONTH                   |
| Serial Number:       | 73602177 | WORLD NEWSMAP OF THE WEEK                    |
| Serial Number:       | 73190137 | WORLD NEWSMAP OF THE WEEK                    |
| Serial Number:       | 74464121 | WRITING PALS                                 |
| Serial Number:       | 74087100 | WRITING!                                     |
| Serial Number:       | 73313228 | WRITING!                                     |
| Serial Number:       | 75719300 | WEEKLY READER SUMMER MAGAZINE                |
| Serial Number:       | 75322146 | ZIP  |
| Serial Number:       | 72309924 | ZIP'S  |

|                |          |  |
|----------------|----------|--|
| Serial Number: | 78374781 | WR AT HOME   |
| Serial Number: | 78433893 | WEEKLY WR READER                                     |
| Serial Number: | 78433906 | WR WEEKLY READER CORPORATION                         |
| Serial Number: | 78245130 | BUILD YOUR CLASSROOM PROGRAM                         |
| Serial Number: | 78439301 | SQUIRCLE   |
| Serial Number: | 78400329 | DAILY WRITER   |
| Serial Number: | 78439063 | MOXY THE MONKEY                                      |
| Serial Number: | 78630835 | MAKE-A-CENTER  |
| Serial Number: | 78402199 | WEEKLY WRITER  |
| Serial Number: | 78401048 | BE A DAILY READER WITH A WR WEEKLY READER<br>TEACHER |
| Serial Number: | 78450568 | MOKO THE MONKEY                                      |
| Serial Number: | 78602710 | WEEKLY READER TO LEADER                              |
| Serial Number: | 78414085 | ROUND WRITER   |
| Serial Number: | 78521183 | MINGO THE MONKEY                                     |
| Serial Number: | 78513147 | MY DAILY READER                                      |
| Serial Number: | 78490886 | LIFETIME LEARNING SYSTEMS                            |
| Serial Number: | 78433911 | WR WEEKLY READER CORPORATION                         |
| Serial Number: | 78433900 | WEEKLY WR READER                                     |
| Serial Number: | 78370575 | ROUND READERS  |
| Serial Number: | 78182450 | THE WEEKLY READER'S COUNT DOWN TO READING            |
| Serial Number: | 76413007 | ZIP'S  |
| Serial Number: | 76413006 | MAP SKILLS FOR TODAY                                 |

#### CORRESPONDENCE DATA

Fax Number: (404)602-9050  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 404-888-4148  
 Email: lvirts@hunton.com, ehamby@hunton.com  
 Correspondent Name: John R. Schneider  
 Address Line 1: 600 Peachtree Street, NE  
 Address Line 2: Bank of America Plaza, Suite 1400  
 Address Line 4: Atlanta, GEORGIA 30308-2216

|                         |                     |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 65740.4             |
| NAME OF SUBMITTER:      | John R. Schneider   |
| Signature:              | /John R. Schneider/ |

Date:

11/14/2005

**Total Attachments: 9**

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**TRADEMARK SECURITY AGREEMENT**

This **TRADEMARK SECURITY AGREEMENT**, dated as of July 22, 2005, by **WEEKLY READER CORPORATION**, a Delaware corporation ("**Grantor**"), in favor of **THE BANK OF NEW YORK**, as Collateral Agent (in such capacity, "**Agent**").

W I T N E S S E T H:

**WHEREAS**, pursuant to that certain Credit and Guaranty Agreement, dated as of the date hereof, by and among Grantor, the other Persons signatory thereto as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits and schedules thereto, and as from time to time amended, restated, supplemented or otherwise modified, the "**Credit Agreement**"), the Lenders have agreed to make Loans to, and incur Letter of Credit Obligations for the benefit of, the Borrowers;

**WHEREAS**, Agent and Lenders are willing to make the Loans as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor and each of the other Credit Parties shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Pledge and Security Agreement, dated of even date hereof (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "**Security Agreement**");

**WHEREAS**, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement.

**NOW, THEREFORE**, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. **DEFINED TERMS.** All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement.

2. **GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL.** Grantor hereby grants to Agent, for itself and the benefit of Lenders, a continuing First Priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "**Trademark Collateral**"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or

dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent pursuant to the Credit Agreement and the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

4. INTERCREDITOR AGREEMENT. The lien and security interest granted to the Agent pursuant to this Agreement and the exercise of any right or remedy by the Agent hereunder are subject to the provisions of, in each case, pursuant to, and to the extent provided in, the Intercreditor Agreement. In the event of any conflict between the provisions of this Agreement and the Intercreditor Agreement, the terms of the Intercreditor Agreement shall govern.

[Signature Page Follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

**WEEKLY READER CORPORATION**

By: [Signature]  
Name: Richard Nota  
Title: EVP, Operations

ACCEPTED AND ACKNOWLEDGED BY:

THE BANK OF NEW YORK, as Agent

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

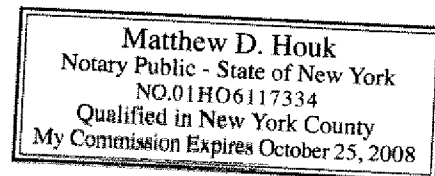
**ACKNOWLEDGMENT OF GRANTOR**

STATE OF New York )  
 ) ss.  
COUNTY OF New York )

On this 20 day of July, 2005, before me personally appeared Richard Nota, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of **WEEKLY READER CORPORATION**, who being by me duly sworn did depose and say that he/she is an authorized officer of said company, that the said instrument was signed on behalf of said company as authorized by its Board of Directors and that he/she acknowledged said instrument to be the free act and deed of said company.

[Signature] 7/29/05  
Notary Public

[Notary Seal]







**SCHEDULE I**  
to  
**TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS AND LICENSES**

Weekly Reader Corporation

| Country          | Mark                               | App. #    | App. Date | Reg. #        | Reg. Date | Status        |
|------------------|------------------------------------|-----------|-----------|---------------|-----------|---------------|
| Canada           | Career World                       |           |           | TMA<br>243218 | 4/18/80   | Registered    |
| Canada           | Current Lifestudies                |           |           | TMA<br>299691 | 2/8/85    | Registered    |
| Canada           | Curriculum<br>Innovations, Inc.    |           |           | TMA<br>327726 | 5/22/87   | Abandoned     |
| Canada           | My Weekly Reader                   |           |           | TMA<br>204370 | 1/10/75   | Registered    |
| Canada           | Weekly Reader                      | 1243210   | 1/11/2005 | TMA<br>195222 | 11/2/73   | Registered    |
| Canada           | World Newsmag of<br>the Week       |           |           | TMA<br>247128 | 6/27/80   | Registered    |
| Canada           | Writing! (Stylized)                |           |           | TMA<br>279939 | 6/3/83    | Registered    |
| United<br>States | Daily Reader                       | 78/361189 | 2/2/04    |               |           | Pending       |
| United<br>States | Geospin                            | 75/843455 | 10/8/99   | 2486848       | 9/11/01   | Registered    |
| United<br>States | Get Smart about<br>Drugs           | 76/208051 | 2/9/01    | 2772162       | 10/7/03   | Registered    |
| United<br>States | Inspire the Future                 | 78/215856 | 2/18/03   |               |           | Dead/Inactive |
| United<br>States | Inspire the Future                 | 78/215859 | 2/18/03   |               |           | Dead/Inactive |
| United<br>States | Promote the Vote                   | 78/291838 | 8/25/03   |               |           | Allowed       |
| United<br>States | Sciencespin                        | 75/843454 | 10/8/99   | 2486847       | 9/11/01   | Registered    |
| United<br>States | The Voice of<br>America's Children | 78/161967 | 9/9/02    |               |           | Pending       |
| United<br>States | The Voice of<br>America's Students | 78/165416 | 9/18/02   |               |           | Pending       |
| United<br>States | The Weekly<br>Reader Book Club     | 76/442457 | 8/16/02   |               |           | Dead/Inactive |
| United<br>States | WR Toolkit                         | 76/385375 | 3/21/02   | 2746383       | 8/5/03    | Registered    |
| United<br>States | WR Toolkit Logo                    | 76/408358 | 5/15/02   | 2795800       | 12/16/03  | Registered    |

| Country       | Mark                             | App. #    | App. Date | Reg. #  | Reg. Date | Status        |
|---------------|----------------------------------|-----------|-----------|---------|-----------|---------------|
| -----         |                                  |           |           |         |           |               |
| United States | Banana Monkey's                  | 75/611855 | 12/24/98  |         |           | Dead/Inactive |
| United States | Buddy Bear's                     | 75/618671 | 1/11/99   |         |           | Filed         |
| United States | Career World                     | 72/415445 |           | 955803  | 3/20/73   | Registered    |
| United States | Current Events                   | 71/247405 |           | 241416  | 4/24/28   | Registered    |
| United States | Current Health                   | 73/301738 |           | 1193623 | 4/13/82   | Registered    |
| United States | Current Science (Stylized)       | 71/260337 |           | 258834  | 7/16/29   | Registered    |
| United States | Curriculum Innovations Group     | 74/147346 | 3/13/91   | 1729247 | 11/3/92   | Registered    |
| United States | Funnybunny                       | 73/327843 |           | 1219949 | 12/14/82  | Registered    |
| United States | Galaxy Weekly Reader & Design    | 75/189303 | 10/29/96  | 2236381 | 4/6/99    | Registered    |
| United States | Hear America!                    | 75/180039 | 10/10/96  | 2087843 | 8/12/97   | Registered    |
| United States | Imagine and Write                | 73/309923 |           | 885075  | 1/27/70   | Registered    |
| United States | Infographics                     | 75/158987 | 8/30/96   | 2101274 | 9/30/97   | Registered    |
| United States | Kidkit & Design                  | 73/760700 |           | 1582492 | 2/13/90   | Registered    |
| United States | Kids TV & Design                 | 74/046859 | 4/6/90    | 1652023 | 7/23/91   | Registered    |
| United States | Know Your World                  | 72/270447 |           | 851484  | 6/25/68   | Registered    |
| United States | Map Skills for Today             | 72/318481 |           | 879296  | 10/21/69  | Registered    |
| United States | Map Skills for Today             | 74/006425 |           | 1606402 | 7/17/90   | Registered    |
| United States | My Weekly Reader                 | 71/274625 |           | 254284  | 3/19/29   | Registered    |
| United States | My Weekly Reader Summer Magazine | 75/719301 | 6/2/99    | 2329825 |           | Registered    |
| United States | Nip                              | 75/322190 | 7/19/97   | 2152626 | 4/21/98   | Registered    |
| United States | Peanut and Jocko                 | 73/734626 |           | 1549117 | 7/25/89   | Registered    |

| Country       | Mark   | App. #    | App. Date | Reg. #     | Reg. Date | Status        |
|---------------|--|-----------|-----------|------------|-----------|---------------|
| United States | Pulse for Today's Middleschools & Design     | 74/505517 | 3/28/94   | 1945000    | 1/2/96    | Dead/Inactive |
| United States | Read (Stylized)                              | 71/628727 |           | 574960     | 5/26/53   | Registered    |
| United States | Read-Study-Think                             | 72/309922 |           | 880929     | 11/18/69  | Registered    |
| United States | Science Matters                              | 74/442122 | 9/30/93   | 1967619    | 4/16/96   | Registered    |
| United States | Science Spin                                 | 75/313516 | 6/23/97   |            |           | Dead/Inactive |
| United States | The Largest Newspaper for Kids in the World! | 75/611854 | 12/24/98  | 2310082    | 1/18/00   | Registered    |
| United States | The Weekly Reader Teacher                    | 75/611852 | 12/24/98  | 2298286    | 12/7/99   | Registered    |
| United States | Weekly Reader                                |           |           | 1503004    | 9/6/88    | Registered    |
| United States | Weekly Reader                                |           |           | 1519333    | 1/3/89    | Registered    |
| United States | Weekly Reader                                | 75/584518 | 11/6/98   | 2313885    | 2/1/2000  | Registered    |
| United States | Weekly Reader Big Issue!                     | 75/158992 | 8/30/96   | 2077656    | 7/8/97    | Registered    |
| United States | Weekly Reader News for Kids                  | 75/611853 | 12/24/98  | 2300051    | 12/14/99  | Registered    |
| United States | Weekly Reader Summer Magazine                | 75/719300 | 6/2/99    | 2336072    | 3/28/00   | Registered    |
| United States | World Newsmag of the Month                   | 75/572449 | 10/19/98  | 2293793    |           | Registered    |
| United States | World Newsmag of the Week                    | 73/602177 |           | 1421904    | 12/23/86  | Registered    |
| United States | World Newsmag of the Week                    | 73/190137 |           | 1132464    | 4/1/80    | Registered    |
| United States | Writing Pals & Design                        | 74/464121 | 11/30/93  | 1913914    | 8/22/95   | Registered    |
| United States | Writing!                                     | 74/087100 | 8/13/90   | 1655545    | 9/3/91    | Registered    |
| United States | Writing! (Stylized)                          | 73/313228 |           | 1238958    | 5/17/83   | Registered    |
| United States | Young America Votes                          | 75/179427 | 10/10/96  | 2087840    | 8/12/97   | Dead/Inactive |
| Canada        | Current Consumer                             |           |           | TMA 242690 | 4/11/80   | Inactive      |

| Country       | Mark                                | App. #    | App. Date | Reg. #  | Reg. Date | Status     |
|---------------|-------------------------------------|-----------|-----------|---------|-----------|------------|
| United States | A Heart Song Novel & Design         |           |           | 1495789 | 7/12/88   | Inactive   |
| United States | A Weekly Reader Fairy Tale & Design |           |           | 1500483 | 8/16/88   | Inactive   |
| United States | A Whiskers Book & Design            |           |           | 1495787 | 7/12/88   | Inactive   |
| United States | B.J.                                | 75/322189 | 7/10/97   |         |           | Inactive   |
| United States | Challenges                          | 74/208565 | 9/30/91   |         |           | Inactive   |
| United States | Current Health                      |           |           | 1018333 | 8/12/75   | Inactive   |
| United States | Curriculum Innovations, Inc.        |           |           | 1333189 | 4/30/85   | Inactive   |
| United States | Eye (Stylized)                      |           |           | 995713  | 10/15/74  | Inactive   |
| United States | Fun Facts & Design                  |           |           | 1479584 | 3/8/88    | Inactive   |
| United States | Jelly Bean Jamboree                 |           |           | 1042268 | 6/29/76   | Inactive   |
| United States | Little Sprout & Design              |           |           | 1515344 | 12/6/88   | Inactive   |
| United States | Make It Happen the Choice Is Yours  |           |           | 1477639 | 2/23/88   | Inactive   |
| United States | Newsprobe                           |           |           | 1595351 | 5/8/90    | Inactive   |
| United States | Smart Start & Design                |           |           | 1485252 | 4/19/88   | Inactive   |
| United States | Tomorrow Star & Design              |           |           | 1479585 | 3/8/88    | Inactive   |
| United States | U.S. Kids & Design                  |           |           | 1507100 | 10/4/88   | Inactive   |
| United States | Values and Decisions                |           |           | 1019377 | 9/2/75    | Inactive   |
| United States | Weekly Reader & Design              | 74/089880 | 8/20/90   | 1681978 | 4/7/92    | Inactive   |
| United States | Zip                                 | 75/322146 | 7/10/97   | 2152625 | 4/21/98   | Registered |
| United States | Zips                                | 72/309924 |           | 890134  | 4/28/70   | Registered |

| Mark  | Ser./App. # | Filing Date | Registration # | Registration Date | Status          |
|---|-------------|-------------|----------------|-------------------|-----------------|
| WR at Home  | 78/374,781  | 2/26/2004   |                |                   | Live/Pending    |
| Weekly WR Reader                                  | 78/433,893  | 6/11/2004   |                |                   | Live/Pending    |
| WR Weekly Reader Corporation                      | 78/433,906  | 6/11/2004   |                |                   | Live/Pending    |
| Build Your Classroom Program                      | 78/245,130  | 5/2/2003    |                |                   | Live/Pending    |
| Squirrel  | 78/439,301  | 6/22/2004   |                |                   | Live/Pending    |
| Daily Writer                                      | 78/400,329  | 4/12/2004   |                |                   | Live/Pending    |
| Moxy the Monkey                                   | 78/439,063  | 6/22/2004   |                |                   | Live/Pending    |
| Make-A-Center                                     | 78/630,835  | 5/16/2005   |                |                   | Live/Pending    |
| Weekly Writer                                     | 78/402,199  | 4/15/2004   |                |                   | Live/Pending    |
| Be A Daily Reader With A WR Weekly Reader Teacher | 78/401,048  | 4/13/2004   |                |                   | Live/Pending    |
| Moko the Monkey                                   | 78/450,568  | 7/14/2004   |                |                   | Live/Pending    |
| Weekly Reader to Leader                           | 78/602,710  | 4/6/2005    |                |                   | Live/Pending    |
| Round Writer                                      | 78/414,085  | 5/6/2004    |                |                   | Live/Pending    |
| Mingo the Monkey                                  | 78/521,183  | 11/22/2004  |                |                   | Live/Pending    |
| My Daily Reader                                   | 78/513,147  | 11/8/2004   |                |                   | Live/Pending    |
| Lifetime Learning Systems                         | 78/490,886  | 9/28/2004   |                |                   | Live/Pending    |
| WR Weekly Reader Corporation                      | 78/433,911  | 6/11/2004   |                |                   | Live/Pending    |
| Weekly WR Reader                                  | 78/433,900  | 6/11/2004   |                |                   | Live/Pending    |
| Round Readers                                     | 78/370,575  | 2/19/2004   |                |                   | Live/Pending    |
| The Weekly Reader's Countdown to Reading          | 78/182,450  | 11/6/2002   |                |                   | Live/Pending    |
| Zip's   | 76/413,007  | 5/29/2002   | 2,822,240      | 3/16/2004         | Live/Registered |
| Map Skills for Today                              | 76/413,006  | 5/29/2002   | 2,752,270      | 8/19/2003         | Live/Registered |