

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Bank of New York, as Agent		03/02/2007	Bank:

RECEIVING PARTY DATA	
Name:	Weekly Reader Corporation
Street Address:	200 First Stamford Place
Internal Address:	P.O. Box 120023
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06912
Entity Type:	CORPORATION: DELAWARE
Name:	CompassLearning, Inc.
Street Address:	13500 'Evening Creek Road
Internal Address:	Suite 200
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92128
Entity Type:	CORPORATION: DELAWARE
Name:	ChildU, Inc.
Street Address:	2400 North Commerce Parkway
Internal Address:	Suite 404
City:	Weston
State/Country:	FLORIDA
Postal Code:	33326
Entity Type:	CORPORATION: FLORIDA
Name:	Lifetime Learning Systems, Inc.
Street Address:	200 First Stamford Place

CH \$5340.00 2147187

Internal Address:	P.O. Box 120023
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06912
Entity Type:	CORPORATION: DELAWARE

Name:	World Almanac Education Group, Inc.
Street Address:	512 Seventh Ave.
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

Name:	Gareth Stevens, Inc.
Street Address:	330 West Olive Street
Internal Address:	Suite 100
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53212
Entity Type:	CORPORATION: WISCONSIN

Name:	WRC Media, Inc.
Street Address:	512 Seventh Ave.
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 213

Property Type	Number	Word Mark
Registration Number:	2147187	LIFETIME LEARNING SYSTEMS
Registration Number:	2647783	CHILDU E-KNOWLEDGE LEADERS
Registration Number:	2564366	THE LEARNING ODYSSEY
Registration Number:	2624853	CHILDU
Registration Number:	2639349	CHILDU
Registration Number:	2624854	CHILDU
Registration Number:	2823828	CHILDU
Registration Number:	2710818	THE LEARNING ODYSSEY

Registration Number:	2695098	CHILDU
Registration Number:	2848225	THE LEARNING ODYSSEY
Registration Number:	2486848	GEOSPIN
Registration Number:	2772162	GET SMART ABOUT DRUGS
Registration Number:	2486847	SCIENCESPIN
Registration Number:	2746383	WR TOOLKIT
Registration Number:	2795800	WR TOOLKIT
Registration Number:	955803	CAREER WORLD
Registration Number:	241416	CURRENT EVENTS
Registration Number:	1193623	CURRENT HEALTH
Registration Number:	258834	CURRENT SCIENCE
Registration Number:	1729247	CURRICULUM INNOVATIONS GROUP
Registration Number:	1219949	FUNNYBUNNY
Registration Number:	2236381	GALAXY WEEKLY READER
Registration Number:	2087843	HEAR AMERICA!
Registration Number:	885075	IMAGINE AND WRITE
Registration Number:	2101274	INFOGRAPHICS
Registration Number:	1582492	KIDKIT
Registration Number:	1652023	KIDS TV
Registration Number:	851484	KNOW YOUR WORLD
Registration Number:	879296	MAP SKILLS FOR TODAY
Registration Number:	1606402	MAP SKILLS FOR TODAY
Registration Number:	254284	MY WEEKLY READER
Registration Number:	2329825	MY WEEKLY READER SUMMER MAGAZINE
Registration Number:	2152626	NIP
Registration Number:	1549117	PEANUT AND JOCKO
Registration Number:	1945000	PULSE FOR TODAY'S MIDDLE SCHOOLS
Registration Number:	574960	READ
Registration Number:	880929	READ-STUDY-THINK
Registration Number:	1967619	SCIENCE MATTERS
Registration Number:	2310082	THE LARGEST NEWSPAPER FOR KIDS IN THE WORLD!
Registration Number:	2298286	THE WEEKLY READER TEACHER
Registration Number:	1503004	WEEKLY READER
Registration Number:	1519333	WEEKLY READER
Registration Number:	2313885	WEEKLY READER

Registration Number:	2077656	WEEKLY READER BIG ISSUE!
Registration Number:	2300051	WEEKLY READER NEWS FOR KIDS
Registration Number:	2336072	WEEKLY READER SUMMER MAGAZINE
Registration Number:	2293793	WORLD NEWSMAP OF THE MONTH
Registration Number:	1421904	WORLD NEWSMAP OF THE WEEK
Registration Number:	1132464	WORLD NEWSMAP OF THE WEEK
Registration Number:	1913914	WRITING PALS
Registration Number:	1655545	WRITING!
Registration Number:	1238958	WRITING!
Registration Number:	2087840	YOUNG AMERICA VOTES
Registration Number:	1495789	A NOVEL HEART SONG
Registration Number:	1500483	A WEEKLY READER FAIRY TALE
Registration Number:	1495787	A WHISKERS BOOK
Registration Number:	1018333	CURRENT HEALTH
Registration Number:	1333189	CURRICULUM INNOVATIONS, INC.
Registration Number:	995713	EYE
Registration Number:	1479584	FUN FACTS
Registration Number:	1042268	JELLY BEAN JAMBOREE
Registration Number:	1515344	LITTLE SPROUT
Registration Number:	1477639	MAKE IT HAPPEN THE CHOICE IS YOURS
Registration Number:	1595351	NEWSPROBE
Registration Number:	1485252	SMART START
Registration Number:	1479585	TOMORROW STAR
Registration Number:	1507100	U S KIDS
Registration Number:	1019377	VALUES AND DECISIONS
Registration Number:	1681978	WEEKLY READER
Registration Number:	2152625	ZIP
Registration Number:	890134	ZIP'S
Registration Number:	2822240	ZIP'S
Registration Number:	2752270	MAP SKILLS FOR TODAY
Registration Number:	2836660	WORLD ALMANIA
Registration Number:	1269846	CUT YOUR OWN TAXES AND SAVE
Registration Number:	2264349	
Registration Number:	1469770	F & W
Registration Number:	835506	FUNK & WAGNALLS

Registration Number:	0952041	FW
Registration Number:	672509	STANDARD
Registration Number:	1963108	THE WORLD ALMANAC AND BOOK OF FACTS
Registration Number:	1587742	THE WORLD ALMANAC AND BOOK OF FACTS
Registration Number:	683710	THE WORLD ALMANAC AND BOOK OF FACTS
Registration Number:	2126810	THE WORLD ALMANAC FOR KIDS
Registration Number:	303192	THE WORLD ALMANAC
Registration Number:	1538636	WONDERSTORMS
Registration Number:	1445125	WORLD ALMANAC
Registration Number:	1617205	WORLD ALMANAC EDUCATION
Registration Number:	305467	THE WORLD ALMANAC AND BOOK OF FACTS
Registration Number:	1745186	WORLD ALMANAC INFO POWER
Registration Number:	2715196	BRIDGENET
Registration Number:	2654747	COMPASSLEARNING
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2586070	COMPASSLEARNING
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2765262	COMPASSLEARNING EXPLORER
Registration Number:	2782733	COMPASSLEARNING EXPLORER
Registration Number:	2780326	COMPASSLEARNING EXPLORER
Registration Number:	2728031	COMPASSLEARNING ODYSSEY
Registration Number:	2725691	COMPASSLEARNING ODYSSEY
Registration Number:	2800981	COMPASSLEARNING ODYSSEY
Registration Number:	2530573	C-PAS
Registration Number:	2813732	
Registration Number:	2813731	
Registration Number:	2882318	
Registration Number:	2592387	
Registration Number:	2663822	
Registration Number:	2579671	
Registration Number:	2108138	STORYBOOK MAKER
Registration Number:	2813729	
Registration Number:	2813730	

Registration Number:	2882317	
Registration Number:	1743676	A RENAISSANCE IN LEARNING
Registration Number:	2084423	A+DVANTAGE WORLDWARE
Registration Number:	2014451	ACTIONMATH
Registration Number:	2495147	ASSESSMENT DESIGNER
Registration Number:	1411116	BRICK BY BRICK
Registration Number:	2240746	CLASSROOM ESSENTIALS
Registration Number:	2053034	COMPASS
Registration Number:	2550448	COMPASS VIRTUAL CLASSROOM
Registration Number:	2229384	COMPASS-WORLDWARE
Registration Number:	1923500	CUENTOS DE COQUI
Registration Number:	1396585	
Registration Number:	1712302	
Registration Number:	2054029	DRAGON TALES
Registration Number:	1860732	FIRST CONNECTIONS
Registration Number:	1765662	HARTLEY
Registration Number:	2106204	IDEA SHAPER
Registration Number:	1368933	IL
Registration Number:	2198904	INTERPRETOOLS
Registration Number:	2050313	JCAT
Registration Number:	1636458	JLC FINANCIAL
Registration Number:	1627668	JOSTENS LEARNING CORPORATION
Registration Number:	2029506	JOSTENS LEARNING LITENET
Registration Number:	2029755	NUMBER WORKSHOP
Registration Number:	1956376	ONENET
Registration Number:	1729986	PARTNERSHIPS. RESOURCES. RESULTS.
Registration Number:	1536877	PRESCRIPTION LEARNING
Registration Number:	1987165	SHAPE STUDIO
Registration Number:	2108135	DUFFY'S
Registration Number:	918463	SYSTEM80
Registration Number:	1990919	TEACHER TO TEACHER CONNECTION
Registration Number:	2303134	TEACHNET
Registration Number:	1633030	THC
Registration Number:	2219515	TOMORROW'S PROMISE
Registration Number:	1332979	UFONIC

Registration Number:	2042802	WORDS ON WINGS
Registration Number:	2294287	WORLDWARE
Registration Number:	2042803	WRITE TIME
Registration Number:	2513479	MORTIMER'S FUN WITH WORDS
Registration Number:	2488991	MORTIMER'S MATH
Serial Number:	78361189	DAILY READER
Serial Number:	78215856	INSPIRE THE FUTURE
Serial Number:	78215859	INSPIRE THE FUTURE
Serial Number:	78291838	PROMOTE THE VOTE
Serial Number:	78161967	THE VOICE OF AMERICA'S CHILDREN
Serial Number:	78165416	THE VOICE OF AMERICA'S STUDENTS
Serial Number:	76442457	THE WEEKLY READER BOOK CLUB
Serial Number:	75611855	BANANA MONKEY'S
Serial Number:	75618671	BUDDY BEAR'S
Serial Number:	75313516	SCIENCE SPIN
Serial Number:	75322189	B.J.
Serial Number:	74208565	CHALLENGES
Serial Number:	75683176	FACTS.COM
Serial Number:	78314669	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT
Serial Number:	78314674	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT
Serial Number:	78314666	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT
Serial Number:	78161958	BRAIN BUZZERS
Serial Number:	74231724	FIRST CLASS
Serial Number:	75723608	ASSESSMENT EXAMINER
Serial Number:	74467878	CONTER
Serial Number:	74466452	CONTER
Serial Number:	74467614	CONTER SOFTWARE
Serial Number:	74466453	CONTER SOFTWARE
Serial Number:	74681992	
Serial Number:	74171656	DISCOVERYSEARCH
Serial Number:	74209236	FIRST CONNECTIONS
Serial Number:	75295449	FREQUENT LEARNER MILES
Serial Number:	74266366	JOB TASK LINK

Serial Number:	74708275	LEARNING FIRST
Serial Number:	74378430	META4
Serial Number:	75291051	NEXT LEVEL
Serial Number:	75173313	OUT-OF-THE-BOX
Serial Number:	74264159	PLAY AND SAY
Serial Number:	74362083	QUEST
Serial Number:	75668977	TAKE HOME CONNECTION
Serial Number:	74266267	FLYNN GENESIS
Serial Number:	74311046	THE HUB
Serial Number:	74264160	TIME FOR RHYMES
Serial Number:	74264158	WORD TIME
Serial Number:	78635277	WRC CONSUMER & CUSTOM PUBLISHING
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 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

CORRESPONDENCE DATA

TRADEMARK
REEL: 003512 FRAME: 0580

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-783-2700
Email: oleh.hereliuk@federalresearch.com
Correspondent Name: CBCInnovis dba Federal Research
Address Line 1: 1023 Fifteenth Street, NW, Ste 401
Address Line 2: attn: Oleh Hereliuk
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	381025
NAME OF SUBMITTER:	LaKeeshia Saunders
Signature:	/LS/
Date:	03/30/2007

Total Attachments: 27

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TRADEMARK RELEASE OF SECURITY INTEREST

THIS RELEASE dated as of March 2, 2007, by The Bank of New York, as Agent (as defined below) for the Lenders. Terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement referred to below.

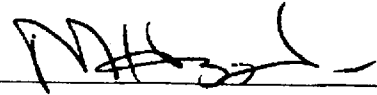
A. Reference is hereby made to the Term Loan and Guaranty Agreement, dated as of July 22, 2005 (as heretofore amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Weekly Reader Corporation, CompassLearning, Inc. and ChildU, Inc. (each individually a "Borrower" and collectively the "Borrowers"), WRC Media Inc. ("WRC Media") and certain subsidiaries of Borrowers as Guarantors (as defined therein), the several banks and other financial institutions from time to time parties thereto (the "Lenders"), and The Bank of New York, as collateral agent for the Lenders thereunder (the "Agent").

B. Reference is made to (i) the Pledge and Security Agreement dated as of July 22, 2005 (the "Collateral Agreement"), among the Borrowers, Lifetime Learning Systems, Inc., a Delaware corporation ("LLSI"), World Almanac Education Group, Inc., a Delaware corporation ("WAEG"), WRC Media Inc., a Delaware corporation ("WRC Media"), Gareth Stevens, Inc., a Wisconsin corporation ("GSI" and, together with the Borrowers, LLSI, WAEG and WRC Media, the "Grantors") and the Agent, (ii) the Trademark Security Agreement dated as of July 22, 2005, made by WRC in favor of the Agent (as amended, supplemented or otherwise modified prior to the date hereof, the "WRC Trademark Security Agreement"), (iii) (A) the Trademark Security Agreement dated as of July 22, 2005, and (B) the Trademark Security Agreement dated as of February 6, 2006, in each case, made by CLI in favor of the Agent (each, as amended, supplemented or otherwise modified prior to the date hereof, the "CLI Trademark Security Agreements"), (iv) the Trademark Security Agreement dated as of July 22, 2005, made by ChildU in favor of the Agent (as amended, supplemented or otherwise modified prior to the date hereof, the "ChildU Trademark Security Agreement"), (v) the Trademark Security Agreement dated as of July 22, 2005, made by LLSI in favor of the Agent (as amended, supplemented or otherwise modified prior to the date hereof, the "LLSI Trademark Security Agreement"), (vi) the Trademark Security Agreement dated as of July 22, 2005, made by WAEG in favor of the Agent (as amended, supplemented or otherwise modified prior to the date hereof, the "WAEG Trademark Security Agreement"), (vii) the Trademark Security Agreement dated as of July 22, 2005, made by WRC Media in favor of the Agent (as amended, supplemented or otherwise modified prior to the date hereof, the "WRC Media Trademark Security Agreement") and (viii) the Trademark Security Agreement dated as of July 22, 2005, made by GSI in favor of the Agent (as amended, supplemented or otherwise modified prior to the date hereof, the "GSI Trademark Security Agreement" and, together with the WRC Trademark Security Agreement, the CLI Trademark Security Agreements, the ChildU Trademark Security

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed by its duly authorized officer as of the day and year above written.

THE BANK OF NEW YORK, as Agent,

By



Name:

Title:

**ROBERT D HINGSTON
VICE PRESIDENT**

[[2682747]]

**TRADEMARK
REEL: 003512 FRAME: 0583**

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND LICENSES

Lifetime Learning Systems, Inc.

<u>Country</u>	<u>Mark</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
United States	LIFETIME LEARNING SYSTEMS & DESIGN	75/168449	9/9/96	2147187	3/31/98	Dead

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND LICENSES

ChildU, Inc.

*Country	Trademark	Registration No.	Registration Date
US	ChildU E-Knowledge Leaders (and design)	2,647,783	11/12/02
US	The Learning Odyssey	2,564,366	04/23/02
US	ChildU	2,624,853	09/24/02
US	ChildU	2,639,349	10/22/02
US	ChildU	2,624,854	09/24/02
US	ChildU	2,823,828	03/16/04
US	The Learning Odyssey	2,710,818	04/29/03
US	ChildU	2,695,098	03/11/03
US	The Learning Odyssey	2,848,225	06/01/04

Pending Trademark Applications

*Country	Trademark	Serial No.	Filing Date
US	The Learning Odyssey	76/355868	Pending
US	The Learning Odyssey	76/355867	Pending

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

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND LICENSES

World Almanac Education Group, Inc.

Country	Mark	App. #	App. Dt	Reg. #	Reg. Dt	Status
Australia	F & W LOGO	431781	8/16/85	B431781	8/16/85	Registered
Australia	FUNK & WAGNALLS	431782	8/16/85	B431782	8/16/85	Registered
Benelux	THE WORLD ALMANAC AND BOOK OF FACTS	843960	3/9/95	567339	3/9/95	Registered
Brazil	FUNK & WAGNALLS	819783625	1/9/97	819783625	8/10/99	Registered
Brazil	THE WORLD ALMANAC AND BOOK OF FACTS	819436526	8/28/96	819436526	3/30/99	Registered
Canada	F & W DESIGN			TMA319654	10/17/86	Registered
Canada	THE WORLD ALMANAC			TMA362019	11/3/89	Registered
Canada	THE WORLD ALMANAC FOR KIDS	821883	8/28/96	TMA487,866	1/20/98	Registered
China (People's Republic Of)	THE WORLD ALMANAC	98003500	5/7/98	1150491	2/14/98	Registered
China (People's Republic Of)	THE WORLD ALMANAC AND BOOK OF FACTS	98003499	5/7/97	1150492	2/14/98	Registered
China (People's Republic Of)	THE WORLD ALMANAC FOR KIDS	98003499	5/7/98	1150490	2/14/98	Registered
European Union	THE WORLD ALMANAC AND BOOK OF FACTS	100173	11/24/98			FILED
France	THE WORLD ALMANAC AND BOOK OF FACTS	95/557515	2/9/95	95/557515	2/9/95	Registered
Italy	IL LIBRO DEI FATTI	RM94C002904	6/28/94	790198	9/13/99	Registered

Country	Mark	App. #	App. Dt	Reg. #	Reg. Dt	Status
Italy	THE WORLD ALMANAC AND BOOK OF FACTS	RM94C002903	6/28/94	790186	9/13/99	Registered
Japan	THE WORLD ALMANAC AND BOOK OF FACTS	66240/94	7/5/96	3318120	6/6/97	Registered
Japan	WORLD ALMANAC (KATAKANA)	66241/94	7/5/94	3308916	5/23/97	Registered
Portugal	THE WORLD ALMANAC AND BOOK OF FACTS	307518	2/21/95	307518	2/16/96	Registered
Spain	THE WORLD ALMANAC AND BOOK OF FACTS	1948018	2/16/95	1948018	2/16/95	Registered
United Kingdom	THE WORLD ALMANAC AND BOOK OF FACTS	1574650	6/8/94	1574650	6/8/94	Registered
United States	WORLD ALMANIA	78/262093		2,836,660		Published
United States	CUT YOUR OWN TAXES AND SAVE	73/412622		1269846	3/13/84	Registered
United States	DESIGN ONLY (FACTOSAURUS)	75/409515	12/22/97	2264349		FILED
United States	F & W			1469770	12/22/87	Registered
United States	FACTS.COM	75/683176	4/15/99			FILED
United States	FUNK & WAGNALLS (STYLIZED)	72/246608	5/25/66	835506	9/19/67	Registered
United States	FW (STYLIZED)	72/414243		0952041	1/30/73	Registered
United States	STANDARD	72/024154		672509	1/13/59	Registered
United States	THE WORLD ALMANAC AND BOOK OF FACTS	74/638910	2/27/95	1963108	3/19/96	Registered
United States	THE WORLD ALMANAC AND BOOK OF FACTS & LETTER W/GLOBE DESIGN	73/787317	3/17/89	1587742	3/20/90	Registered
United States	THE WORLD	72/063595	12/3/58	683710	8/18/59	Registered

Country	Mark	App. #	App. Dt	Reg. #	Reg. Dt	Status
	ALMANAC AND BOOK OF FACTS & GLOBE DESIGN					
United States	THE WORLD ALMANAC FOR KIDS	75/144976	8/5/96	2126810	1/6/98	Registered
United States	THE WORLD ALMANAC (STYLIZED LETTERS)	71/333770	1/9/33	303192	5/16/33	Registered
United States	WONDERSTORMS	73/752347		1538636	5/9/89	Registered
United States	WORLD ALMANAC & BOOK/GLOBE DESIGN	73/629363	11/10/86	1445125	6/30/87	Registered
United States	WORLD ALMANAC EDUCATION	74/007825	12/4/89	1617205	10/9/90	Registered
United States	THE WORLD ALMANAC AND BOOK OF FACTS & CAPITOL DESIGN	71/336450	4/5/33	305467	8/15/33	INACTIVE
United States	WORLD ALMANAC INFO POWER	74/188163	7/24/91	1745186	1/5/93	INACTIVE

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND LICENSES

CompassLearning, Inc.

<u>Australia</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	829284	3/27/00	829284	3/27/00		Registered
CompassLearning & Design	829282	3/27/00	828282	3/27/00		Registered
Assessment Designer	796210	6/4/99			RN 06/04/09	Abandoned
Compass	710447	6/12/96	710447	6/02/00	RN 06/12/06	Registered
Compass Worldware	761158	5/4/96			RN 05/04/06	Pending
Design of Tree	761668	5/8/99	761668	1/25/99	RN 05/08/09	Registered
JCAT	761159	5/4/98	761159	12/18/98	RN 05/04/08	Registered
Tomorrow's Promise	752687	1/14/98	752687	8/31/98	RN 01/14/08	Registered
Worldware	775431	10/13/98	775431	3/12/99	RN 10/13/08	Registered

<u>Brunei</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	33473	9/23/00	33473	9/23/00		Registered
CompassLearning	334743	9/23/00				Pending
CompassLearning	31621	4/26/00	27725	4/26/00		Registered
CompassLearning & Design	31623	4/26/00	27726	4/26/00		Registered
CompassLearning & Design	33482	9/23/00				Pending
Miscellaneous Design	33481	9/23/00	33481	9/23/00		Registered
Miscellaneous Design	31622	4/26/00				Pending
Miscellaneous Design	33481	9/23/00				Pending
Assessment Designer	30,031	6/3/99				Pending
Compass	29,032	2/24/99	24314	2/24/98		Registered
Compass Worldware	29,205	4/21/98				Pending
Design of Tree	28,201	4/21/98				Pending
Design of Tree	29,202	4/21/98				Pending
JCAT	29,206	4/21/98	24,991	4/21/99	RN 04/21/05	Registered

Tomorrow's Promise	29,031	2/24/98			RN 02/24/05	Pending
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<u>Brunei</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Worldware	29,894	11/24/98	25474	11/24/98		Registered
Writing Expedition	29,204	4/21/98				Pending
Writing Expedition	29,202	4/21/98				Pending
Writing Expedition	29,203	4/21/98	25441	4/21/98		Registered

<u>Canada</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	1052290	3/24/00				Pending
CompassLearning & Design	1052289	3/24/00				Pending
Miscellaneous Design	1052288	3/24/00	TMA5936 11	10/30/03		Registered
Assessment Designer	1,017,274	5/31/99				Pending
Compass	877,358	5/6/99	TMA5454 69	5/22/01		Registered
Compass Worldware	877,187	5/6/98	TMA5374 68	5/22/01		Registered
Center Software	567,467	5/6/94				Abandoned
Design of Tree	877,196	5/6/99				Pending
JCAT	877,239	5/6/99				Pending
Microsystem80	452,173	11/26/80	291,816	6/8/84	RN 06/09/99	Abandoned
System80	379,418	10/1/74	209,350	10/10/75	5N 10/10/05	Abandoned
Tomorrow's Promise	877,185	6/5/99				Pending
Worldware	894,306	10/23/98				Pending
Writing Expedition	877,357	5/6/98				Pending

<u>China</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
A+dvantage Worldware	950112050	9/1/95				Abandoned
Design of Tree	950110123	9/1/95				Abandoned
Learning First	950118235	9/1/95				Abandoned

<u>France</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Center Software	34-523,327	6/7/94	94529527	6/7/84	RN 06/07/94	Registered

<u>Hong Kong</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
A+dvantage Worldware	95 10658	9/23/95	86072/199 8	2/2/95	RN 02/01/02	Registered
Design of Tree	95 10667	9/23/95	1296/1997	9/22/95	RN 08/23/02	Registered
Learning First	92 11502	9/12/99			RN 09/13/02	Pending

<u>Indonesia</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	DOO27719	11/20/00	491462	9/27/01		Registered
CompassLearning	JOO27715	11/20/00	491458	9/27/01		Registered
CompassLearning	DOO27720	11/20/00	491463	9/27/01		Registered
CompassLearning & Design	DOO16322	7/24/00	482072	7/5/01		Registered
CompassLearning & Design	DOO16323	7/24/00	482073	7/24/00		Registered
CompassLearning & Design	DOO16324	7/24/00	482074	7/5/01		Registered
Miscellaneous Design	DOO27717	11/20/00	491460	9/27/01		Registered
Miscellaneous Design	JOO27716	11/20/00	491459	9/27/01		Registered
Miscellaneous Design	DOO27718	11/20/00	491461	9/27/01		Registered
A+dvantage Worldware	D95 15772	9/4/95	364704	9/1/96	RN 09/04/05	Registered
Assessment Designer	D99-12387	7/23/99				Pending
Compass	D98-2479	2/17/98				Pending
Compass Worldware	D98 07733	4/29/98	438367	2/4/00		Registered
Design of Tree	J98 16035	9/7/95	30136	5/5/96	RN 09/07/05	Registered
JCAT	D98 07734	4/29/98	435842	12/27/99		Registered
Learning First	D95 15771	9/4/95	360510	5/30/96	RN 02/04/05	Registered
Tomorrow's Promise	D98 2478	2/17/98	436194	1/06/00		Registered
Worldware	D98 18917	11/6/98	447334	11/6/98		Registered
Writing Expedition	D98 07732	4/29/98	435841	4/29/98		Registered
Writing Expedition	2304/98	4/8/95				Pending

<u>Ireland</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	200001224	4/5/00	221017	4/5/00		Registered
<u>Ireland</u>						
CompassLearning & Design	200001226	4/5/01	218783	4/5/00		Registered
Miscellaneous Design	200001225	4/5/00				Pending
Compass	96/3861	6/12/96	173124	6/12/96	RN 06/12/03	Registered
Compass Worldware	96/2924	7/16/98	211731	12/01/99	RN 07/15/05	Registered
Design of Tree	98/3925	7/15/98			RN 07/15/05	Pending
Learning Expedition	96/4375	07/12/96	202178	7/12/96	RN 07/12/05	Registered
NCAT	98/1437	4/15/98	213370	9/1/00	RN 04/15/05	Registered
Tomorrow's Promise	97/4604	12/19/97	206674	12/19/97	RN 12/19/04	Registered
Worldware	98/4052	10/14/98	218214	10/14/98	RN10/03/05	Registered
Writing Expedition	96/4376	7/12/96	202179	7/12/96	RN 07/12/06	Registered

<u>Japan</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Compass						Proposed

<u>Malaysia</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	200004815					Pending
CompassLearning	00/04816	4/12/00				Pending
CompassLearning & Design	00/04819	4/12/00				Pending
CompassLearning & Design	200004822	4/19/00	200004822	4/19/00		Registered
CompassLearning & Design	200004818	4/19/00	200004818	4/19/00		Registered
Miscellaneous Design	200004820	4/19/00	200004820	4/19/00		Registered
Miscellaneous Design	200004821	4/19/00	200004821	4/8/03		Registered
Miscellaneous Design	200004823	4/19/00				Pending
A+dvantage Worldware	9175/95	9/5/95			RN 09/05/05	Pending
Assessment Designer	99/05346	6/15/99			RN 05/19/05	Pending

Compass	96/08076	7/18/96				Pending
Compass Worldware	99/05613	5/8/99			RN 03/00/05	Pending
Design of Tree	93/09669	5/14/95	05/05668	7/18/96	RN 09/14/03	Registered
JCAT	98/05611	6/8/98	9805611	6/8/98	RN 06/08/05	Registered
Learning Expedition	97/16819	11/21/97			RN 11/21/04	Pending
<u>Malaysia</u>						
Learning First	95/09638	9/12/96			RN 09/13/02	Pending
Tomorrow's Promise	99/00802	1/20/98			RN 01/20/06	Pending
Worldware	98/13772	11/28/98			RN11/28/03	Pending
Writing Expedition	98/05612	5/8/98			RN 05/08/05	Pending
Writing Expedition	87/16816	11/21/97			RN 11/21/04	Pending

<u>Mexico</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning & Design	479166	4/3/01	738047	3/14/02		Registered
CompassLearning & Design	479164	4/3/01	738045	3/14/02		Registered
CompassLearning & Design	479165	4/3/01	738046	3/14/02		Registered

<u>Singapore</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	T0005239J	3/30/00	T0005239J	5/27/03		Registered
CompassLearning	5240/00	3/30/00	T0005240D	3/30/00		Registered
CompassLearning	5241/00	3/30/00	T0005241B	3/30/00		Registered
CompassLearning & Design	5242/00	3/30/00	05242J	3/30/00		Registered
CompassLearning & Design	5234/00	3/30/00	05243I	3/30/00		Registered
CompassLearning & Design	T0005244G	3/30/00	T0005244G	3/30/00		Registered
Miscellaneous Design	5238/00	3/30/00	T0005236F	3/30/00		Registered
Miscellaneous Design	5237/00	3/30/00	T0005238B	3/30/00		Registered
Miscellaneous Design	5237/00	3/30/00	T0005237D	3/30/00		Registered
A+dvantage Worldware	9443/95	9/4/95			RN 09/04/05	Pending

Assessment Designer	T99/06637B	5/25/99	T99/06637B	02/02/99	RN 06/25/03	Registered
Compass	7454/96	7/19/96	T9607454D	7/19/96	RN 07/19/06	Registered
Compass Worldware	3302/96	4/5/98			RN 04/06/08	Pending
Design of Tree	8407/96	9/2/98	8407/95	9/2/95	RN 09/02/08	Registered
<u>Singapore</u>						
JCAT	3305/96	4/2/98			RN 04/09/05	Pending
Learning First	9934/95	9/12/96			RN 09/16/05	Abandoned
Tomorrow's Promise	15161/97	12/12/97			RN 12/12/07	Pending
Worldware	12024/98	12/1/99			RN 12/01/09	Pending
Writing Expedition	3303/98	4/9/98	T9803303I	4/9/98	RN 04/09/02	Registered
Writing Expedition	3304/98	4/9/98	T9803304G	4/9/98	RN 04/09/02	Registered

<u>Taiwan</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
A+dvantage Worldware	94-44705	8/30/95				Abandoned
Design of Tree	94-47275	9/19/95				Abandoned
Learning First	94-44009	9/30/95	739835	12/16/96	RN 12/15/05	Registered

<u>United Kingdom</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	2227354	3/28/00				Pending
CompassLearning & Design	2227451	3/28/00				Pending
Miscellaneous Design	2227452	3/28/00	227452	3/28/00		Registered
A+dvantage Worldware	2032588	9/1/95	2032388	9/1/95	RN 09/01/05	Registered
Assessment Designer	2199674	6/10/99				Abandoned
Compass	2103167	6/12/96	2103167	6/12/96	RN 06/12/06	Registered
Compass Management System	2117672	12/5/96	2117672	12/4/98	RN 12/04/05	Registered
Compass-Worldware	2172279	7/16/98	2172279	7/16/98	RN 07/16/09	Registered
Center Software	1674184	6/6/94			RN 06/06/01	Abandoned
Design of Tree	2031172	5/21/95	2031172	9/21/95	RN 05/21/05	Registered
Learning Expedition	2106235	7/26/96	2106235	7/26/96	RN 07/26/05	Registered
Learning First	2033468	9/14/95	2033468	9/14/95	RN 09/14/05	Abandoned

MCAT	2163913	4/9/98	2163913	4/9/98	RN 04/09/08	Registered
Tomorrow's Promise	2152272	11/28/97	2152272	11/28/97	RN 11/28/07	Registered
Worldware	2179233	10/9/98	2179233	10/9/98	RN 10/09/06	Registered
Writing Expedition	2106237	7/26/96	2106237	7/26/96	RN 07/26/06	Registered

<u>United States</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Assessment Designer	75/633167	2/2/99	2495147	10/2/01	RN 10/02/07 RN 10/02/11	Registered
Better Technology for Improved Student Achievement	78/314669	10/16/03				Pending
Better Technology for Improved Student Achievement	78/314674	10/16/03				Pending
Better Technology for Improved Student Achievement	78/314666	10/16/03				Pending
Brain Buzzers	78/161958	9/9/02				Pending
Bridgenet	76/334593	11/05/01	2715196	5/13/03	RN 05/13/09 RN 05/13/13	Registered
Classroom Essentials	75/459879	3/31/98	2240746	4/20/99	RN 04/20/05 RN 04/20/09	Registered
Compass	74/439993	9/24/93	2053034	4/15/97	RN 04/15/07	Registered
Compass Virtual Classroom	75/668976	3/26/99	2550448	3/19/02	RN 03/19/08 RN 03/19/12	Registered
CompassLearning	75/907193	2/1/00	2654747	11/26/02	RN 11/26/08 RN 11/26/12	Registered
CompassLearning	75/907685	2/1/00	2636212	10/15/02	RN 10/15/08 RN 10/15/12	Registered
CompassLearning	75/907689	2/1/00	2656902	12/3/02	RN 12/03/08 RN 12/03/12	Registered
CompassLearning & Design	75/907235	2/1/00	2592385	7/9/02	RN 07/09/08 RN 07/09/12	Registered
CompassLearning & Design	75/907796	2/1/00	2586070	6/25/02	RN 06/25/08 RN 06/25/12	Registered
CompassLearning & Design	75/907593	2/1/00	2640277	10/22/02	RN 10/22/08 RN 10/22/12	Registered

<u>United States</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning Explorer	76/351666	12/21/01	2765262	9/16/03	RN 09/16/09 RN 09/16/13	Registered
CompassLearning Explorer	76/351668	12/21/01	2782733	11/11/03	RN 11/11/09 RN 11/11/13	Registered
CompassLearning Explorer	76/352482	12/21/01	2780326	11/4/03	RN 11/04/09 RN 11/04/13	Registered
CompassLearning Odyssey	76/351638	12/21/01	2728031	6/17/03	RN 06/17/09 RN 06/17/13	Registered
<u>United States</u>						
CompassLearning Odyssey	76/351637	12/21/01	2725691	6/10/03	RN 06/10/09 RN 06/10/13	Registered
CompassLearning Odyssey	76/352672	12/21/01	2800981	12/30/03	RN 12/30/09 RN 12/30/13	Registered
Compass- Worldware	75/173299	9/27/96	2229384	3/2/99	RN 03/02/05 RN 03/02/09	Registered
C-PAS	75/907091	2/1/00	2530573	1/15/02	RN 01/15/08 RN 01/15/12	Registered
Crescent Logo	76/373005	2/19/02	2813732	2/10/04		Registered
Crescent Logo	76/373003	2/19/02	2813731	2/10/04		Registered
Crescent Logo	76/373004	2/19/02	2882318	9/7/04		Registered
Cuetos de Coqui	74/592365	10/31/94	1923500	10/3/95	RN 10/03/05	Registered
Design of Boy with Wagon	73/563285	10/15/85	1396585	6/10/86	RN 06/10/06	Registered
Hartley and Design	74/257129	3/19/92	1765662	4/20/93	RN 04/20/13	Registered
Miscellaneous Design	75/907686	2/1/00	2592387	7/9/02	RN 07/09/08 RN 07/09/12	Registered
Miscellaneous Design	75/907687	2/1/00	2663822	12/17/02	RN 12/17/08 RN 12/17/12	Registered
Miscellaneous Design	75/907422	2/1/00	2579671	6/11/02	RN 06/11/08 RN 06/11/12	Registered
Storybook Maker	74/709283	8/1/95	2108138	10/28/97	RN 10/28/07	Registered
Sweep Logo	76/373000	2/19/02	2813729	2/10/04		Registered
Sweep Logo	76/373002	2/19/02	2813730	2/10/04		Registered
Sweep Logo	76/373001	2/19/02	2882317	9/7/04		Registered

<u>United States</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Teachnet	75/169818	9/23/96	2303134	12/28/99	RN 12/28/05 RN 12/28/09	Registered
Tomorrows Promise	75/236856	2/5/97	2219515	1/19/99	RN 01/19/05 RN 01/19/09	Registered
Ufonic	73/463455	7/31/84	1332979	4/30/85	RN 04/30/05	Registered
Words on Wings	74/709329	7/31/95	2042802	3/11/97	RN 03/11/07	Registered
A Renaissance in Learning	74/255,759	3/16/92	1,743,676	12/29/92	AU 12/29/92	Dead Inactive
A World of Habitats	74/231,724	12/18/81				Abandoned
A+dvantage Worldware	74/641,327	3/2/95	2,084,423	7/19/97	AU 07/29/03	Dead/Inactive
Actionmate (Stylized)	74/641,332	3/2/95	2,014,451	11/5/96	AU11/5/02	Dead/Inactive
<u>United States</u>						
Assessment Designer	76/633,157	2/2/99	2,495,147	10/02/01		Registered
Assessment Examiner	75/723,608	6/7/99				Pending
Brick by Brick	73/567,330	11/7/85	1,411,116	9/30/86	RN 09/30/05	Registered
Classroom Essentials	75/459,879	3/31/98	2,240,746	4/20/99	AU4/20/05	Registered
Compass	74/439,993	9/24/93	2,053,034	4/15/97	AU 4/15/02	Registered
Compass Virtual Classroom	75/668,976	3/26/99	2,550,448			Pending
Compass Worldware	75/173,299	9/27/96	2,229,384	3/2/99	AU 3/2/05	Registered
Conter	74/467,878	12/10/93				Abandoned
Conter	74/466,452	12/7/93				Abandoned
Conter Software	74/467,614	12/9/93				Abandoned
Conter Software	74/466,453	12/7/93				Abandoned
Cuentos de Coqui (stylized)	74/592,365	10/31/94	1,923,500	10/3/95	AU 10/03/01	Registered
Design of Toy with Wagon	73/563,285	10/15/85	1,396,585	5/10/96	RN 6/10/95	Registered
Design of Reading Frog	74/681,992	5/30/95				Abandoned
Design of Tree	73/819,707	5/17/99	1,712,302	3/1/92	RN 9/1/02	Dead/Inactive
DiscoverySearch	74/171,656	3/31/91				Abandoned
Dragon Tales	74/709,330	7/31/95	2,054,029	4/22/97	AU 4/22/03	Registered

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<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
First Connections	74/396,268	6/1/93	1,860,732	11/1/94	AU 11/1/00	Dead/Inactive
First Connections	74/209,236	10/3/91				Abandoned
Frequent Learner Miles	75/295,449	5/31/97				Abandoned
Hartley and Design	74/257,129	3/12/92	1,765,662	4/20/93	RN 4/20/03	Registered
Idea Shaper	74/707,944	7/31/95	2,106,204	10/21/97	AU 10/21/03	Registered
IL Design	73/528,796	3/25/85	1,368,933	11/5/85	RN 11/5/05	Registered
Interpretools	75/180,100	10/11/96	2,198,904	10/20/96	AU 10/20/04	Registered
JCAT	74/708,041	7/31/95	2,050,313	4/6/97	AU 04/03/02	Dead/Inactive
JLC Financial	74/042,225	3/26/90	1,636,458	2/26/91	RN 2/26/01	Dead/Inactive
Job Task Link	74/266,366					Abandoned
Jostens Learning Corporation	73/819,706	8/17/89	1,627,668	12/11/95	RN 12/11/00	Abandoned
Jostens Learning Litenet	74/552,366	10/31/94	2,029,506	1/14/97	AU 1/14/03	Abandoned
<u>United States</u>						
Learning First	74/708,275	7/31/95				Abandoned
Meta4	74/378,430	4/13/93				Abandoned
Next Level	75/291,051	5/12/97				Abandoned
Number Workshop	74/769,293	5/1/95	2,029,755 -	1/14/97	AU 1/14/03	Dead/Inactive
OneNet	74/653,702	3/30/95	1,956,376	2/13/96	AU 2/13/02	Dead/Inactive
Out-Of-The-Box	75/173,313	5/27/96				Abandoned
Partnerships, Resources, Results	74/252,257	3/5/92	1,729,986	11/3/93	AU 11/03/05	Abandoned
Play and Say	74/264,159	4/3/92				Abandoned
Prescription Learning	73/748,432	8/26/98	1,536,877	4/25/99	RN 4/25/09	Abandoned
Quest	74/362,083	2/25/93				Abandoned
Shape Studio	74/709,276	8/1/95	1,987,165	7/16/96	AU 7/15/03	Dead/Inactive
Storybook Maker	74/705,283	9/1/95	2,108,135	10/28/97	AU 10/28/02	Dead/Inactive
System80	72/350,212	3/3/70	918,463	8/17/71	RN 8/17/01	Dead/Inactive
Take Home Connection	75/668,977	3/16/99				Abandoned
Teacher to teacher Connection	74/644,326	3/10/95	1,990,919	8/5/95	AU 8/5/02	Dead/Inactive

<u>United States</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Teacher to Teacher Connection	74/266,267	4/16/92				Abandoned
Teachnet (stylized)	75/169,818	9/23/94	2,303,134			Registered
THC	74/028,845	2/14/90	1,633,030	1/29/91	RN 1/19/01	Dead/Inactive
The Hub	74/311,046	9/4/92				Abandoned
Time for Rhyme	74/264,160	4/5/92				Abandoned
Tomorrow's Promise	75/236,856	2/5/97	2,219,515	1/19/97	AU 1/19/05	Registered
Ufonic	73/463,455	1/21/94	1,332,979	4/30/95	RN 4/30/05	Registered
Word Time	74/264,158	4/9/93				Abandoned
Words on Wings	74/709,329	7/31/95	2,042,802	3/11/97	AU 3/11/03	Registered
WorldWare	75/526,634	7/28/99	2,294,287	11/23/99		Registered
Write Time	74/709,331	7/31/95	2,042,803	3/11/97	AU 03/11/03	Dead/Inactive

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND LICENSES

WRC Media Inc.

Mark	Serial/App. #	Filing Date	Registration #	Registration Date	Status
WRC Consumer & Custom Publishing	78/635,277	5/23/2005			Live/Pending

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND LICENSES

Gareth Stevens, Inc.

Mark	Serial/App. #	Filing Date	Registration #	Registration Date	Status
Mortimer's Fun With Words	76/071,322	6/13/2000	2,513,479	3/6/2001	Live/Registered
Mortimer's Math	75/841,024	11/4/1999	2,488,991	1/23/2001	Live/Registered