

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Citizens Bank of Massachusetts, as Collateral Agent		04/12/2007	Bank:

**RECEIVING PARTY DATA**

<b>Name:</b>	Sopris West Educational Services, Inc.
<b>Street Address:</b>	313 Speen Street
<b>City:</b>	Natick
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	01760
<b>Entity Type:</b>	CORPORATION: COLORADO

<b>Name:</b>	Cambium Learning (New York), Inc.
<b>Street Address:</b>	313 Speen Street
<b>Internal Address:</b>	c/o Cambium Learning, Inc.
<b>City:</b>	Natick
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	01760
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Cambium Learning, Inc.
<b>Street Address:</b>	313 Speen Street
<b>City:</b>	Natick
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	01760
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>Name:</b>	Intellitools, Inc.
<b>Street Address:</b>	313 Speen Street
<b>Internal Address:</b>	c/o Cambium Learning, Inc.

CH \$1140.00 2598650

City:	Natick
State/Country:	MASSACHUSETTS
Postal Code:	01760
Entity Type:	CORPORATION: CALIFORNIA

Name:	Kurzweil Educational Systems, Inc.
Street Address:	313 Speen Street
Internal Address:	c/o Cambium Learning, Inc.
City:	Natick
State/Country:	MASSACHUSETTS
Postal Code:	01760
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Registration Number:	2598650	ACCELERATION STATION
Registration Number:	3051380	CAMBIUM LEARNING
Registration Number:	1941684	CLICKIT!
Registration Number:	2874724	COLLEAGUE IN THE CLASSROOM
Registration Number:	1819781	
Registration Number:	1871843	
Registration Number:	2750275	DIBELS
Registration Number:	2771559	DIBELS
Registration Number:	2729165	DIBELS
Registration Number:	2904503	THE HERMAN METHOD
Registration Number:	1785295	INTELLIKEYS
Registration Number:	2622289	INTELLIMATHICS
Registration Number:	1993803	INTELLIPICS
Registration Number:	3124948	INTELLISWITCH
Registration Number:	1821115	INTELLITALK
Registration Number:	2447137	INTELLITALK II
Registration Number:	1838992	INTELLITOOLS
Registration Number:	3026840	INTELLITOOLS
Registration Number:	2977602	KURZWEIL 3000 LEARNSTATION
Registration Number:	2628458	KURZWEIL EDUCATIONAL SYSTEMS
Registration Number:	2843797	LANGUAGE !

Registration Number:	2627554	LANGUAGE!
Registration Number:	3128544	LETRS
Registration Number:	2814903	METRO MATH
Registration Number:	2585693	METRO METROPOLITAN TEACHING AND LEARNING COMPANY
Registration Number:	2834219	METRO NONFICTION BOOKBAG
Registration Number:	2806544	METRO READING PROGRAM
Registration Number:	2817092	NO TEACHER LEFT UNSUPPORTED
Registration Number:	2345576	OVERLAY MAKER
Registration Number:	2862154	PROBLEM SOLVING STEP BY STEP
Registration Number:	2823128	READ WELL
Registration Number:	3165698	READING CENTRAL
Registration Number:	2751461	READYMADE
Registration Number:	3190657	REWARDS
Registration Number:	3200138	RIDE
Registration Number:	2558492	STEP UP TO WRITING
Registration Number:	3038689	
Registration Number:	2386323	SWITCHIT
Registration Number:	3088079	VIAJES
Registration Number:	3074040	THE VOICE OF URBAN EDUCATION
Serial Number:	78620718	INTELLISWITCH
Serial Number:	76645172	POSITIVE SCHOOL CLIMATE
Serial Number:	76645169	SOPRIS WEST
Serial Number:	76645168	
Serial Number:	76665846	TRANSMATH

**CORRESPONDENCE DATA**

Fax Number: (202)756-9299  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 8002210770  
Email: matthew.mayer@thomson.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1133 Avenue of the Americas  
Address Line 2: Suite 3100  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

CSC # 871223

NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	05/02/2007

**Total Attachments: 23**

source=CitzBnkMa\_Sopris\_TM45#page3.tif  
source=CitzBnkMa\_Sopris\_TM45#page4.tif  
source=CitzBnkMa\_Sopris\_TM45#page5.tif  
source=CitzBnkMa\_Sopris\_TM45#page6.tif  
source=CitzBnkMa\_Sopris\_TM45#page7.tif  
source=CitzBnkMa\_Sopris\_TM45#page8.tif  
source=CitzBnkMa\_Sopris\_TM45#page9.tif  
source=CitzBnkMa\_Sopris\_TM45#page10.tif  
source=CitzBnkMa\_Sopris\_TM45#page11.tif  
source=CitzBnkMa\_Sopris\_TM45#page12.tif  
source=CitzBnkMa\_Sopris\_TM45#page13.tif  
source=CitzBnkMa\_Sopris\_TM45#page14.tif  
source=CitzBnkMa\_Sopris\_TM45#page15.tif  
source=CitzBnkMa\_Sopris\_TM45#page16.tif  
source=CitzBnkMa\_Sopris\_TM45#page17.tif  
source=CitzBnkMa\_Sopris\_TM45#page18.tif  
source=CitzBnkMa\_Sopris\_TM45#page19.tif  
source=CitzBnkMa\_Sopris\_TM45#page20.tif  
source=CitzBnkMa\_Sopris\_TM45#page21.tif  
source=CitzBnkMa\_Sopris\_TM45#page22.tif  
source=CitzBnkMa\_Sopris\_TM45#page23.tif  
source=CitzBnkMa\_Sopris\_TM45#page24.tif  
source=CitzBnkMa\_Sopris\_TM45#page25.tif

## **RELEASE OF SECURITY INTEREST IN TRADEMARKS**

**THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS** (this "Release") is made as of April ~~12~~, 2007 (the "Effective Date") between CAMBIUM LEARNING, INC., a Delaware corporation, with offices located at 313 Speen Street, Natick, MA 01760 (the "Grantor"), and CITIZENS BANK OF MASSACHUSETTS, with offices at 28 State Street, Boston, MA 02109, as collateral agent (in such capacity, the "Collateral Agent") for the Secured Parties.

**WHEREAS**, pursuant to the terms and conditions of that certain Security Agreement, dated as of April ~~12~~, 2007, between the U.S. Grantors (including the Grantor) and the Collateral Agent, for itself and the benefit of the Secured Parties (the "Security Agreement"); all capitalized terms used but not defined herein shall have the respective meanings ascribed thereto in the Security Agreement or the Trademark Security Agreement, as applicable), the Grantor granted to the Collateral Agent a continuing security interest in all of their right, title and interest in and to the trademarks and trademark applications set forth on Schedule I hereto (collectively, the "Trademark Collateral") together with the goodwill associated therewith;

**WHEREAS**, the Security Agreement relating to the Trademarks (the "Trademark Security Agreement") was recorded with the Trademarks Division of the U.S. Patent & Trademark Office on March 15, 2005 at Reel 3046 and Frame 0537.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby terminates the Trademark Security Agreement, and hereby terminates, cancels, re-pledges, reassigns and releases any and all security interests it has against the Trademark Collateral together with the goodwill associated therewith.

If and to the extent the Collateral Agent has acquired any right, title or interest to any of the Trademark Collateral together with the goodwill associated therewith, it hereby assigns and transfers such rights, title or interest to the Grantor.

The Collateral Agent shall take all further actions, and provide to the Grantor and each of its respective successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), requested by the Grantor to more fully and effectively effectuate the purposes of this Release.

IN WITNESS WHEREOF, CITIZENS BANK OF MASSACHUSETTS  
has caused this Release of Trademarks to be duly executed as of the day and year first  
above written.

CITIZENS BANK OF  
MASSACHUSETTS,  
as Collateral Agent

By: Michael D. Elwell

Name: Michael D. Elwell

Title: Vice President

[Trademark Release]

**SCHEDULE I**  
**RELEASE OF SECURITY INTEREST**  
**IN TRADEMARKS**

**CAMBIUM LEARNING, INC. AND AFFILIATES**

**FEDERAL REGISTERED MARKS**

APRIL 10,

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§§ 8 & 15 Aff. <sup>2</sup> Due	§§ 8 & 9 Renewal <sup>3</sup> Due
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	ACCELERATION STATION (Assignor: Wordware Publishing, Inc. Assignee: Sopris West Educational Services, Inc. Recordation Date: 10/25/2005)	75/871,717	2,598,650	9—Computer programs sold by individual grade level and subject; namely reading, writing, mathematics, science, social studies, biology, and algebra; applied as an educational diagnostic, accelerated instruction, and test preparation resource.	4/18/2002; 4/19/2002 (in commerce)	7/23/2002	7/23/2007- 7/23/2008	7/23/2011- 7/23/2012
Cambium Learning, Inc. 8974.003	CAMBIUM LEARNING (Assignors: Cambium	76/558,661	3,051,380	9—Prerecorded CD-ROMs, videotapes, laser disks, DVD's, downloadable electronic publi-	2/2004	1/24/2006	1/24/2011- 1/24/2012	1/24/2015- 1/24/2016

<sup>1</sup> Sometimes registrant/owner's name is not the same as the client's name. Generally, registrant/owner's name will be first listed followed by a slash and then the client's name.

<sup>2</sup> Affidavits are done just once.

<sup>3</sup> (1) On or after 10/30/99, a new Combined Declaration of Use in Commerce & Application for Renewal of Registration of a Mark under Sections 8 & 9 must be submitted every 10<sup>th</sup> year within one year prior to registration expiration date. Put in next 10-year due date after current renewal is granted. (2) Renewal deadline does not include six-month grace period. If combined declaration/renewal application is filed during the six-month period following the deadline shown here, an extra \$200 (\$100 for § 8 declaration and \$100 for § 9 application) grace period fee must be paid in addition to \$500 combined §§ 8 and 9 filing fee.

Registrant/Client	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 & 15 Aff. Due	§ 8 & 9 Renewal Due
	<p>Learning, Inc., Cambium Learning (New York), Inc., &amp; Sopris West Educational Services, Inc.</p> <p><b>Assignee:</b> Citizens Bank of Massachusetts</p> <p><b>Recordation Date:</b> 3/15/2005</p> <p><b>Conveyance:</b> Security Interest</p>			<p>Class of Goods/Services: cations, and downloadable video recordings, all featuring curricular information, books, textbooks, teaching information, information for parents, guides for students, student workbooks, student test materials, and materials for assessing student abilities, disabilities, and performance for grades K-12 in the fields of pre-college courses in reading, language arts, literacy, mathematics, social studies, pre-kindergarten studies, special education, understanding and helping children with special educational needs, professional development for teachers, and instructional resources and strategies.</p> <p>16—Printed materials, namely, books, textbooks, teaching information, information for parents, guides for students, student workbooks, student test materials, and materials for assessing student abilities, disabilities, and performance for grades K-12 in the fields of pre-college courses in reading, language arts, literacy, mathematics, social studies, pre-kindergarten studies, special education, understanding and helping children with special educational needs, professional development for teachers and instructional resources and strategies.</p> <p>41—Educational services, namely, teacher training, instructional services provided to students, and developing cus-</p>				



Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 & 15 Aff. <sup>2</sup> Due	§ 8 & 9 Renewal <sup>3</sup> Due
Intellitools, Inc./Cambium Learning, Inc 8974.003	CLICKIT!	74/500,574	1,941,684	tomized educational curricular materials for school systems in the fields of pre-college courses in reading, language arts, literacy, mathematics, social studies, pre-kindergarten studies, special education, understanding and helping children with special educational needs, professional development for teachers and instructional resources and strategies.	12/23/1994	12/12/1995	Filed Accepted	1 <sup>st</sup> 10-yr. Renewal granted 12/14/2005) 12/12/2014-12/12/2015
Intellitools, Inc./Cambium Learning, Inc 8974.003	CLICKIT!		CTM 000664573	9—Computer software utility program for use in making overlays for computer input devices.		6/22/1999		10/21/2007
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	COLLEAGUE IN THE CLASSROOM ( <b>Assignors:</b> Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. <b>Assignee:</b> Citizens Bank of Massachusetts <b>Recordation Date:</b> 3/15/2005 <b>Conveyance:</b> Security Interest)	78/270,076	2,874,724	9—CD ROMs on the topic of elementary school education.	2000; 9/15/2001 (in commerce)	8/17/2004	8/17/2009-8/17/2010	8/17/2013-8/17/2014

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 & 15 Aff. <sup>2</sup> Due	§ 8 & 9 Renewal <sup>3</sup> Due
Intellitools, Inc./Cambium Learning, Inc 8974.003	Design - Dove	74/385,305	1,819,781	9—Word processing computer software and manual therefor sold as a package.	3/18/1993	2/8/1994	Filed Accepted	1 <sup>st</sup> 10-yr. Renewal granted 2/17/2004) 2/8/2013-2/8/2014
Intellitools, Inc./Cambium Learning, Inc 8974.003	Design - Hand	74/369,180	1,871,843	9—Computer keyboards and parts therefor.	11/1992; 3/1/1993 (in commerce)	1/3/1995	Filed Accepted	1 <sup>st</sup> 10-yr. Renewal granted 1/28/2005) 1/3/2014-1/3/2015
Sopris West has exclusive license with Dynamic Measurement Group to publish DIBELS material  Dynamic Measurement Group, Inc. (Oregon Corporation) 5040 Talisman Eugene OR 97405	DIBELS	7810864	2,750,275	41—Providing on-line instructional, educational, testing and teaching materials and distributing course materials in connection therewith in the field of literacy and early literacy skills, monitoring and assessment via a global computer network		8/12/2003		Dynamic Measurement Group's attorneys monitor and maintain this mark.

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 & 15 Aff. <sup>2</sup> Due	§ 8 & 9 Renewal <sup>3</sup> Due
<p>Sopris West has exclusive license with Dynamic Measurement Group to publish DIBELS material</p> <p>Dynamic Measurement Group, Inc. (Oregon Corporation) 5040 Talisman Eugene OR 97405</p>	DIBELS	7808633	2,771,559	<p>41—Educational research; educational testing; instruction in the field of literacy and early literacy skills, monitoring and assessment of student progress and outcomes; education and educational services in the nature of workshops, classroom instruction, seminars, professional development, and in-service and pre-service training in the field of literacy and early literacy skills, monitoring and assessment of student progress and outcomes; standardized testing; preparing, administering and scoring standardized tests; measurement evaluations in the areas of literacy, early literacy skills for educational purposes; providing seminars, training and educational conferences, all of the foregoing in the areas of literacy and early literacy skills, monitoring and assessment of student progress and outcomes; publication of educational books, periodical reports, and teaching materials in the areas of literacy and early literacy skills, monitoring and assessment of student progress and outcomes.</p>	10/7/2003			Dynamic Measurement Group's attorneys monitor and maintain this mark.

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 B. 15 Aff. <sup>2</sup> Due	§ 8 B. 9 Renewal <sup>3</sup> Due
Sopris West has exclusive license with Dynamic Measurement Group to publish DIBELS material  Dynamic Measurement Group, Inc. (Oregon Corporation) 5040 Talisman Eugene OR 97405	DIBELS	78108626	2,729,165	16—Printed instructional, educational and teaching materials in the areas of literacy and early literacy assessment and skills; educational books, periodical reports and printed teaching materials in the areas of literacy skills and early literacy skills, monitoring and assessing student outcomes, skill and progress.		6/24/2003		Dynamic Measurement Group's attorneys monitor and maintain this mark.
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	THE HERMAN METHOD (Assignor: Lexia Learning Systems, Inc. Recordation Date: 5/9/2006)	76/557,974	2,904,503	16—Printed materials, namely, instructional and teaching materials, flash cards, texts, stationery, course materials all for use in the field of teaching remedial reading students how to process information correctly.	5/1/1975	11/23/2004	11/23/2009- 11/23/2010	11/23/2013- 11/23/2014
IntelliTools, Inc./Cambium Learning, Inc. 8974.003	INTELLIKEYS	74/267,040	1,785,295	9—Computer keyboard.	3/6/1992	8/3/1993	Filed Accepted	1 <sup>st</sup> 10-yr. Renewal granted 7/26/2003)  8/3/2012- 8/3/2013
IntelliTools, Inc./Cambium Learning, Inc. 8974.003	INTELLIKEYS		CTM 000664540	9—Computer keyboards.		8/16/1999		10/21/2007
IntelliTools, Inc./Cambium Learning, Inc. 8974.003	INTELLIMATHICS	78/020,510	2,622,289	9—Computer software, namely, educational software for teaching K-6 level mathematics and problem-solving to children with disabilities.	4/30/2001	9/17/2002	9/17/2007- 9/17/2008	9/17/2011- 9/17/2012

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§§ 8 & 15 Aff. <sup>2</sup> Due	§§ 8 & 9 Renewal <sup>3</sup> Due
IntelliTools, Inc./Cambium Learning, Inc 8974.003	INTELLIPICS	74/469,785	1,993,803	9—Educational computer software featuring activities for children and instruction manuals therefor sold as a unit.	6/28/1994	8/13/1996	Filed Accepted	8/13/2005- 8/13/2006 §§ 8 & 9 to PTO #12/2006
IntelliTools, Inc./Cambium Learning, Inc 8974.003	INTELLISWITCH	78/620,718	3,124,948	9—Computer input device, namely, a mechanically operated switch which, together with software, allows a disabled person to instruct a computer.	1/2006	8/1/2006	8/1/2011- 8/1/2012	8/1/2015- 8/1/2016
IntelliTools, Inc./Cambium Learning, Inc 8974.003	INTELLITALK	74/385,828	1,821,115	9—Computer software and manual therefor, sold as a package, for word processing with voice output capability, primarily for instructional use in learning languages.	3/18/1993	2/15/1994	Filed Accepted	1 <sup>st</sup> 10-yr. Renewal granted 2/17/2004)
IntelliTools, Inc./Cambium Learning, Inc 8974.003	INTELLITALK II	75/870,831	2,447,137	9—Computer software and manual therefor, sold as a package, for word processing with voice output capability, primarily for instructional use in learning languages.	3/2000	4/24/2001	Filed Accepted	4/24/2010- 4/24/2011
IntelliTools, Inc./Cambium Learning, Inc 8974.003	INTELLITOOLS	74/323,114	1,838,992	9—Computer keyboards and parts therefor.	10/19/1992; 5/13/1993 (in commerce)	6/7/1994	Filed Accepted	1 <sup>st</sup> 10-yr. Renewal granted 6/16/2004)  6/7/2013- 6/7/2014

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§§ 8 & 15 Aff. <sup>2</sup> Due	§§ 8 & 9 Renewal <sup>3</sup> Due
IntelliTools, Inc./Cambium Learning, Inc 8974.003	INTELLITOOOLS	78/392,347	3,026,840	9—Educational computer software for use in connection with K-6 students and severely physically challenged computer users, namely, computer software for creating custom keyboard configurations, computer software for creating graphic works, computer software for word processing with voice output capability, computer software for use in teaching multiple languages, educational computer software featuring activities for children, computer software programs especially adapted for severely physically challenged computer users operating an on/off device for activation and selection, educational software for teaching K-6 level reading, mathematics and problem solving, computer software utility program for use in making overlays for computer input devices, computer software which allows both teachers and students to author learning activities, create animation, import pictures, import movies, and import web content.	4/2/2001	12/13/2005	12/13/2010-12/13/2011	12/13/2014-12/13/2015
Kurzweil Educational Systems, Inc./Cambium Learning, Inc.	KURZWEIL 3000 LEARNSTATION	76/540,101	2,977,602	9—Educational computer software, namely, software that assists with reading, writing and learning for use by individuals of all ages with learning disabilities and language and literacy difficulties.	12/7/2004	7/26/2005	7/26/2010-7/26/2011	7/26/2014-7/26/2015

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 & 15 Aff. <sup>2</sup> Due	§ 8 & 9 Renewal <sup>3</sup> Due
Kurzweil Educational Systems, Inc./Cambium Learning, Inc.	KURZWEIL 3000 LEARNSTATION Ridout & Maybee LLP, Ottawa, Ontario, Canada, handled this application for registration. New address for Ridout & Maybee LLP as of 11/13/2006 is 100 Murray Street, 4 <sup>th</sup> Floor, Ottawa, Ontario K1N 0A1.	Canadian Trademark Application No. 1,186,955  U.S. Serial No. 76/540,101	TMA667,947  U.S. Registration No. 2,977,602	9—Educational computer software, namely, software that assists with reading, writing and learning for use by individuals of all ages with learning disabilities and language and literacy difficulties.	12/7/2004	7/17/2006		7/17/2021
Kurzweil Educational Systems, Inc./Cambium Learning, Inc. 8974.003	KURZWEIL EDUCATIONAL SYSTEMS	75/172,274	2,628,458	9—Computer software for teaching reading skills and for facilitating the reading of printed or electronically-transmitted material having document management, optical character recognition, voice synthesizing, and speech-recognition capabilities; electronic reading system comprised of the aforesaid software, a personal computer, and an optical character recognition scanner.	9/1/1996; 12/1/1996 (in commerce)	10/1/2002	10/1/2007- 10/1/2008	10/1/2011- 10/1/2012
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	LANGUAGE! (Assignor: Jane Fell Greene Recordation Date: 10/18/2006)	78/044,933	2,843,797	9—Prerecorded videos and CD ROMs featuring teacher training and student instruction in the field of reading and writing.	10/28/2003	5/18/2004	5/18/2009- 5/18/2010	5/18/2013- 5/18/2014
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	LANGUAGE! and Design (Assignor: Jane Fell Greene Recordation Date: 10/18/2006)	76/199,893	2,627,554	16—Printed publications, namely, a series of non-fiction books, training manuals and teacher and student workbooks, all in the field of literacy.	7/1994	10/1/2002	10/1/2007- 10/1/2008	10/1/2011- 10/1/2012

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§§ 8 & 15 Aff. <sup>2</sup> Due	§§ 8 & 9 Renewal <sup>3</sup> Due
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	LETRS	76/645,173	3,128,544	9—CD-ROMs containing visual materials, video clips, and other information for use by presenters engaged in teacher training in reading instruction.  16—Printed materials, namely, presenter and participant manuals in the area of teacher training in reading instruction.  41—Educational services, namely, providing teacher training in the area of reading instruction.	2/19/2004	8/15/2006	8/15/2011- 8/15/2012	8/15/2015- 8/15/2016
Cambium Learning (New York), Inc. 8974.003	<p>METRO MATH (Assignor: Metropolitan Teaching and Learning Co., Inc.; Metropolitan Teaching and Learning Company, Inc.; Metropolitan Teaching and Learning Company</p> <p><b>Recordation Date:</b> 12/16/2003)</p> <p>(Assignors: Cambium Learning, Inc., Cambium Learning (New York), Inc., &amp; Sopris West Educational Services, Inc. <b>Assignee:</b> Citizens Bank of Massachusetts <b>Recordation Date:</b> 3/15/2005 <b>Conveyance:</b> Security Interest)</p>	76/975,770	2,814,903	16—Printed instructional, educational and teaching materials for children, namely textbooks, workbooks, pamphlets, and brochures, in the field of education, instructors materials, namely teacher-edition guide-books, lesson plans, paper and plastic transparencies and testing materials, namely, exercise sheets and books directed to exam preparation.	4/1/1999	2/17/2004	2/17/2009- 2/17/2010-	2/17/2013- 2/17/2014-



Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 & 15 Aff. <sup>2</sup> Due	§ 8 & 9 Renewal <sup>3</sup> Due
Cambium Learning (New York), Inc. 8974.003	METRO METROPOLITAN TEACHING AND LEARNING COMPANY and Design (Assignor: Metropolitan Teaching and Learning Co., Inc.; Metropolitan Teaching and Learning Company, Inc.; Metropolitan Teaching and Learning Company <b>Recordation Date:</b> 12/16/2003)	75/561208	2,585,693	9—Computer software, pre-recorded video tapes, audiocassettes, and CD-ROMs featuring educational instruction for use in the educational marketplace. 16—Printed instructional, educational and teaching materials for children, namely, textbooks, workbooks, pamphlets, brochures, instructors' materials, namely, teacher-edition guide-books, lesson plans, paper and plastic transparencies, and testing materials, namely, exercise sheets and books directed to exam preparation.	4/1/1999	6/25/2002	6/25/2007- 6/25/2008	6/25/2011- 6/25/2012
Cambium Learning (New York), Inc. 8974.003	METRO NONFICTION BOOKBAG (Assignor: Metropolitan Teaching and Learning Co., Inc.; Metropolitan Teaching and Learning Company, Inc.; Metropolitan Teaching and Learning Company <b>Recordation Date:</b> 12/16/2003) (Assignors: Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. <b>Assignee:</b> Citizens Bank of Massachusetts <b>Recordation Date:</b> 3/15/2005 <b>Conveyance:</b> Security Interest)	76/975,773	2,834,219	16—Printed instructional, educational and teaching materials for children, namely textbooks, workbooks, pamphlets, and brochures, in the field of education, instructors' materials, namely teacher-edition guide-books, lesson plans, paper and plastic transparencies and testing materials, namely, exercise sheets and books directed to exam preparation.	5/1/2001	4/20/2004	4/20/2009- 4/20/2010	4/20/2013- 4/20/2014

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 B. 15 Aff.' Due	§ 8 B. 9 Renewal <sup>2</sup> Due
Cambium Learning (New York), Inc. 8974.003	METRO READING PROGRAM (Assignor: Metropolitan Teaching and Learning Co., Inc.; Metropolitan Teaching and Learning Company, Inc.; Metropolitan Teaching and Learning Company  <b>Recordation Date:</b> 12/16/2003) (Assignors: Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. <b>Assignee:</b> Citizens Bank of Massachusetts <b>Recordation Date:</b> 3/15/2005 <b>Conveyance:</b> Security Interest)	76/975,771	2,806,544	16—Printed instructional, educational and teaching materials for children, namely textbooks, workbooks, pamphlets, and brochures, in the field of education, instructors materials, namely teacher-edition guide-books, lesson plans, paper and plastic transparencies and testing materials, namely, exercise sheets and books directed to exam preparation.	4/1/1999	1/20/2004	1/20/2009-1/20/2010	1/20/2013-1/20/2014
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	NO TEACHER LEFT UNSUPPORTED (Assignors: Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. <b>Assignee:</b> Citizens Bank of Massachusetts <b>Recordation Date:</b> 3/15/2005 <b>Conveyance:</b> Security Interest)	76/161,029	2,817,092	41—Publication and online publication of books, text books, manuals and educational materials, namely brochures, leaflets, journals and pamphlets in the field of children's education.	4/11/2002; 4/24/2002 (in commerce)	2/24/2004	2/24/2009-2/24/2010	2/24/2013-2/24/2014

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 & 15 Aff. <sup>2</sup> Due	§ 8 & 9 Renewal <sup>3</sup> Due
Intellifools, Inc./Cambium Learning, Inc 8974.003	OVERLAY MAKER	75/746,239	2,345,576	9—Computer software for creating custom keyboard configurations and manuals therefor sold as a unit.	2/16/1993	4/25/2000	Filed Accepted	4/25/2009- 4/25/2010
Cambium Learning (New York), Inc. 8974.003	PROBLEM SOLVING STEP BY STEP ( <b>Assignor:</b> Metropolitan Teaching and Learning Co., Inc.; Metropolitan Teaching and Learning Company, Inc.; Metropolitan Teaching and Learning Company and Learning Company <b>Recordation Date:</b> 12/16/2003) ( <b>Assignors:</b> Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. <b>Assignee:</b> Citizens Bank of Massachusetts <b>Recordation Date:</b> 3/15/2005 <b>Conveyance:</b> Security Interest)	76/486,353	2,862,154	9—Computer software for use in mathematics instruction and testing; prerecorded videotapes, pre-recorded audio cassettes, and prerecorded CD-ROMs for use in mathematics instruction and testing. 16—Printed instructional, educational and teaching materials for children, namely text books, workbooks, pamphlets, and brochures; instructors' materials, namely, teacher-edition guide-books, lesson plans, paper and plastic transparencies; and testing materials, namely, exercise sheets and books directed to exam preparation; all in the field of mathematics.	1/2/1999	7/13/2004	7/13/2009- 7/13/2010	7/13/2013- 7/13/2014
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	READ WELL ( <b>Assignors:</b> Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. <b>Assignee:</b> Citizens Bank of Massachusetts <b>Recordation Date:</b> 3/15/2005 <b>Conveyance:</b> Security Interest)	78/168,123	2,823,128	16—Printed publications, namely a series of children's educational books on the topics of reading and writing.	2/1998	3/16/2004	3/16/2009- 3/16/2010	3/16/2013- 3/16/2014

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 & 15 Aff. <sup>2</sup> Due	§ 8 & 9 Renewal <sup>3</sup> Due
Cambium Learning (New York), Inc. 8974.003	READING CENTRAL (Assignors: Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. Assignee: Citizens Bank of Massachusetts Recordation Date: 3/15/2005 Conveyance: Security Interest)	76/611,651	3,165,698	16—Printed instructional, educational and teaching materials for children, namely textbooks, workbooks, pamphlets, brochures, instructors material in the nature of teacher-edition guidebooks, lesson plans, paper and plastic transparencies and testing materials in the nature of exercise sheets and books all directed to exam preparation.	1/1/2004	10/31/2006	10/31/2011-10/31/2012	10/31/2015-10/31/2016
Intellitools, Inc./Cambium Learning, Inc. 8974.003	READYMADE	78/139,953	2,751,461	9—Educational computer software featuring activities for children and instruction manuals therefor sold as a unit.	6/20/2002	8/12/2003	8/12/2008-8/12/2009	8/12/2012-8/12/2013
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	REWARDS	76/645,171	3,190,657	16—Printed materials, namely, teacher manuals, student workbooks, posters, and transparencies, all in the area of reading instruction  41—Educational services, namely, providing teacher training in the area of reading instruction	7/12/2000	1/02/07		
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	RIDE	76/645,170	3,200,138	9—CD-ROMs featuring tutorials for teachers in the field of academic and behavioral interventions for the classroom in grades pre-kindergarten-12  41—Educational services, namely, providing online teacher training via the Internet in the field of academic and behavioral interventions for the classroom in grades pre-kindergarten-12	1/21/1994	1/23/07		

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§§ 8 & 15 Aff. <sup>2</sup> Due	§§ 8 & 9 Renewal <sup>3</sup> Due
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	STEP UP TO WRITING ( <b>Assignors:</b> Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. <b>Assignee:</b> Citizens Bank of Massachusetts <b>Recordation Date:</b> 3/15/2005 <b>Conveyance:</b> Security Interest)	76/199,932	2,558,492	16—Books on writing instruction; printed training manuals in the field of writing instruction; student and teacher workbooks in the field of writing instruction.  41—Educational seminars, namely teacher training in the field of writing instruction.	8/1999	4/9/2002	4/9/2007- 4/9/2008	4/9/2011- 4/9/2012
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	STEP UP TO WRITING (Design only) ( <b>Assignors:</b> Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. <b>Assignee:</b> Citizens Bank of Massachusetts <b>Recordation Date:</b> 3/15/2005 <b>Conveyance:</b> Security Interest)	76/199,931	3,038,689	16—Primary and secondary educational books on literacy training and writing instructions; printing training manuals in the field of literacy training and writing instruction for children and young adults.  41—Educational seminars, namely teacher training in the field of writing instruction for children and young adults.	8/1999	1/10/2006	1/10/2011- 1/10/2012	1/10/2015- 1/10/2016
Intellitools, Inc./Cambium Learning, Inc. 8974.003	SWITCHIT	75/554,320	2,386,323	9—Computer software programs especially adapted for severely physically challenged computer users operating an on/off device for activation and selection.	3/1998	9/12/2000	Filed Accepted	9/12/2009- 9/12/2010

Registrant/Client <sup>1</sup>	Mark	Serial No.	Registration No.	Class of Goods/Services	Date of First Use	Date of Registration	§ 8 & 15 Aff. <sup>2</sup> Due	§ 8 & 9 Renewal <sup>3</sup> Due
Cambium Learning (New York), Inc. 8974.003	VIAJES	76/585,735	3,088,079	16—Printed instructional, educational and teaching materials for use in teaching children mathematics, namely, textbooks, workbooks, pamphlets, teacher-edition guidebooks, lesson plans, paper and plastic transparencies, and testing materials in the nature of exercise sheets, exercise worksheets, and exercise form sheets.	1/1/2005	5/2/2006	5/2/2011- 5/2/2012	5/2/2015- 5/2/2016
Cambium Learning, Inc. 8974.003	THE VOICE OF URBAN EDUCATION (Assignors: Cambium Learning, Inc., Cambium Learning (New York), Inc., & Sopris West Educational Services, Inc. Assignee: Citizens Bank of Massachusetts Recording Date: 3/15/2005 Conveyance: Security Interest)	76/577,405	3,074,040	16—Printed instructional, educational and teaching materials for children, namely, textbooks, workbooks, pamphlets, brochures, instructors' materials, namely, teacher-edition guidebooks, lesson plans, paper and plastic transparencies, and testing sheets and books directed to exam preparation, all in the fields of math, reading, English language studies, and social studies.	1/1/2005	3/28/2006	3/28/2011- 3/28/2012	3/28/2015- 3/28/2016

**CAMBIUM LEARNING, INC. AND AFFILIATES**

**FEDERAL PENDING MARK APPLICATION**

APRIL 10, 2007

<b>Applicant/Client<sup>4</sup></b>	<b>Mark</b>	<b>Class</b>	<b>First Use</b>	<b>Serial No.</b>	<b>Action</b>	<b>Date</b>
IntelliTools, Inc./Cambium Learning, Inc 8974.003	INTELLIKEYS Janice Przystal of Blake, Cassels & Graydon LLP, Toronto, Ontario, Canada, is handling this application for registration	9—Computer keyboard.	6/1/1992	CIPO App. No. 1,302,158	Filing Date Examiner's Report <b>Response Due</b>	5/18/2006 10/17/2006 <b>2/17/2007</b> U.S. <b>Reg. No.</b> <b>1,785,295</b>
IntelliTools, Inc./Cambium Learning, Inc 8974.003	INTELLISWITCH Riches, McKenzie & Herbert LLP, Toronto Ontario, Canada, is handling this application for registration	9—Computer input device.	<b>Proposed Use in Canada</b>	CIPO App. No. 1,256,466	Filing Date	5/4/2005 but claiming priority filing date of 5/2/2005 of U.S. App. No. 78/620718

<sup>4</sup> Sometimes applicant's name is not the same as the client's name. Generally, applicant's name will be first followed by a slash and client's name.

Applicant/Client <sup>1</sup>	Mark	Class	First Use	Serial No.	Action	Date
IntelliTools, Inc./Cambium Learning, Inc 8974.003	INTELLITOOOLS Janice Przystal of Blake, Cassels & Graydon LLP, Toronto, Ontario, Canada, is handling this application for registration	9—(1) Computer keyboards and parts therefore; and (2) Educational computer software for use in connection with K-6 students and severely physically challenged computer users, namely, computer software for creating custom keyboard configurations, computer software for creating graphic works, computer software for word processing with voice output capability, computer software for use in teaching multiple languages, educational computer software featuring activities for children, computer software programs especially adapted for severely physically challenged computer users operating an on/off device for activation and selection, educational software for teaching K-6 level reading, mathematics and problem solving, computer software utility program for use in making overlays for computer input devices, computer software which allows both teachers and students to author learning activities, create animation, import pictures, import movies, and import web content.	(1) 7/1/1993; and (2) 6/2001	CIPO App. No. 1,302,153  (This application combines into one the two U.S. Class 9 registrations of this mark.)	Filing Date Examiner's Report <b>Response Due</b>	5/18/2006 10/17/2006 <b>2/17/2007</b>
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	POSITIVE SCHOOL CLIMATE	41—Educational services, namely, providing online advice and information to educators concerning student behavior, classroom management, school psychology, educational improvement, and school discipline, and concerning texts and other resources available for in-depth study of such issues	12/2004	76/645172	Filing Date Office Action Response to PTO Office Action <b>Response Due</b>	8/15/2005 3/4/2006 8/4/2006 8/29/2006 <b>2/29/2007</b>



Applicant/Client'	Mark	Class	First Use	Serial No.	Action	Date
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	SOPRIS WEST	<p>9—Pre-recorded CD-ROMs, videotapes, laser disks, DVDs, downloadable electronic publications, and downloadable video recordings, all featuring curricular information, books, textbooks, teaching information, information for parents, guides for students, student workbooks, student test materials, and materials for assessing student abilities, disabilities, and performance, in the fields of reading, language arts, literacy, mathematics, social studies, student behavior, school climate, pre-kindergarten studies, special education, understanding and helping children with special educational needs, professional development for teachers, and instructional resources and strategies, all as applicable to grades pre-kindergarten-12</p> <p>16—Printed materials, namely, books, textbooks, teaching information, information for parents, guides for students, student workbooks, student test materials, and materials for assessing student abilities, disabilities, and performance, in the fields of reading, language arts, literacy, mathematics, social studies, student behavior, school climate, pre-kindergarten studies, special education, understanding and helping children with special educational needs, professional development for teachers and instructional resources and strategies, all as applicable to grades pre-kindergarten-12</p> <p>41—Educational services, namely, teacher training and coaching; instructional services provided to students, developing customized educational curricular materials for school systems, and conducting conferences and institutes, all in the fields of reading, language arts, literacy, mathematics, social studies, student behavior, school climate, pre-kindergarten studies, special education, understanding and helping children with special educational needs, professional development for educators, and instructional resources and strategies, as applicable to grades pre-kindergarten-12</p>	1978	76/645169	<p>Filing Date</p> <p>Office Action</p> <p>Response to PTO</p> <p>Office Action</p> <p><b>Response Due</b></p>	<p>8/15/2005</p> <p>3/7/2006</p> <p>8/9/2006</p> <p>8/29/2006</p> <p><b>2/29/2007</b></p>

Applicant/Client	Mark	Class	First Use	Serial No.	Action	Date
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	Miscellaneous Design (SOPRIS WEST Design / double diamonds only)	<p>9—Prerecorded CD-ROMs, videotapes, laser disks, DVDs, downloadable electronic publications, and downloadable video recordings, all featuring curricular information, books, textbooks, teaching information, information for parents, guides for students, student workbooks, student test materials, and materials for assessing student abilities, disabilities, and performance, in the fields of reading, language arts, literacy, mathematics, social studies, student behavior, school climate, pre-kindergarten studies, special education, understanding and helping children with special educational needs, professional development for teachers, and instructional resources and strategies, all as applicable to grades pre-kindergarten-12</p> <p>16—Printed materials, namely, books, textbooks, teaching information, information for parents, guides for students, student workbooks, student test materials, and materials for assessing student abilities, disabilities, and performance, in the fields of reading, language arts, literacy, mathematics, social studies, student behavior, school climate, pre-kindergarten studies, special education, understanding and helping children with special educational needs, professional development for teachers and instructional resources and strategies, all as applicable to grades pre-kindergarten-12</p> <p>41—Educational services, namely, teacher training and coaching; instructional services provided to students, developing customized educational curricular materials for school systems, and conducting conferences and institutes, all in the fields of reading, language arts, literacy, mathematics, social studies, student behavior, school climate, pre-kindergarten studies, special education, understanding and helping children with special educational needs, professional development for educators, and instructional resources and strategies, as applicable to grades pre-kindergarten-12</p>	1978	76/645168	Filing Date Office Action Response to PTO Office Action <b>Response Due</b>	8/15/2005 3/7/2006 8/9/2006 8/30/2006 2/30/2007

TRADEMARK

REEL: 003533 FRAME: 0644

Applicant/Client <sup>4</sup>	Mark	Class	First Use	Serial No.	Action	Date
Sopris West Educational Services, Inc./Cambium Learning, Inc. 8974.003	TRANSMATH	<p>16—Printed materials, namely, books, textbooks, teachers' guides, manuals, program guides, student workbooks, student test materials, materials for assessing student abilities, and teacher training materials, all in the field of mathematics.</p> <p>41— Educational services, namely, conducting workshops and training for teachers in the field of mathematics.</p>	Intent-to-Use	76/665846	Filing Date	9/11/2006