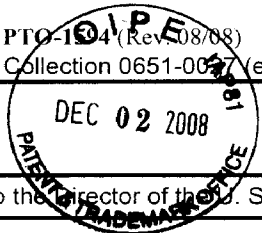


12-05-2008

U.S. DEPARTMENT OF COMMERCE  
and States Patent and Trademark Office



RECOI  
TR



103538249

To the Director of the U.S. Patent and Trademark Office

agents or the new address(es) below.

**1. Name of conveying party(ies):**

CARUS PUBLISHING COMPANY

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation- State: ILLINOIS  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: BROWN BROTHERS HARRIMAN & CO.

Internal Address: \_\_\_\_\_

Street Address: 40 WATER STREET

City: BOSTON

State: MA

Country: USA Zip: 02109

Association      Citizenship \_\_\_\_\_  
 General Partnership      Citizenship NEW YORK  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship \_\_\_\_\_  
 Other \_\_\_\_\_      Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**3. Nature of conveyance / Execution Date(s) :**

Execution Date(s) OCTOBER 30, 2008

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
NONE

B. Trademark Registration No.(s)  
SEE EXHIBIT A TO ATTACHED FOR LIST OF REGISTRATIONS

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):  
SEE ATTACHED

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: DEBRA M FEINS ESQ

Internal Address: \_\_\_\_\_

Street Address: 23 GALLOWAY LANE

City: BEDFORD

State: NH Zip: 03110

Phone Number: 603-471-0220

Fax Number: 603-471-0770

Email Address: DFEINS@FEINSLAW.COM

**6. Total number of applications and registrations involved:** 18

**7. Total fee (37 CFR 2.6(b)(6) & 3.41)** \$465.00

Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

12/04/2008 NJAMA1 00000033 1902952

01 FC:8521 40.00 OP  
02 FC:8522 425.00 OP

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:** Debra M. Feins Esq \_\_\_\_\_ Date: 12/1/08

Signature      Date

DEBRA M FEINS ESQ

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK  
REEL: 003898 FRAME: 0807

**EXHIBIT A****TRADEMARKS:****REGISTERED MARKS:**

	REGISTRATION NUMBER	SERIAL NUMBER	MARK	REGISTRATION DATE
1.	1982952	74539662	BabyBug	June 25, 1996
2.	2527251	76181987	Ladybug	January 8, 2002
3.	1614847	74011870	Ladybug (and design)	September 25, 1990
4.	1875206	74357865	Spider	January 24, 1995
5.	1107204	73064175	Cricket (and design)	November 28, 1978
6.	2216767	75374734	Cicada	January 5, 1999
7.	2155400	75084725	Click	May 5, 1998
8.	2647001	76240935	Ask	November 5, 2002
9.	2738168	76278929	Ask Arts and Sciences for Kids	July 15, 2003
10.	2155401	75084734	Muse	May 5, 1998
11.	1163722	73242533	Cobblestone	August 4, 1981
12.	1456496	73643898	Odyssey	September 8, 1987
13.	2792592	76420917	Noodlebug	December 9, 2003
14.	2100815	75039942	Catfeet Press	September 30, 1997
15.	2083140	75038050	Catfeet P Press (with design)	July 29, 1997
16.	3091657	76568508	Popular Culture and Philosophy	May 9, 2006
17.	2947438	76568507	(Design of eye and TV screen)	May 10, 2005
18.	2831074	75873104	E-CRICKET	April 13, 2004

# NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

U.S. Patent and Trademark Office  
Office of Public Records  
Attn: Customer Services Counter  
1213 Jefferson Davis Highway, Third Floor  
Arlington, Virginia 22202

Ladies and Gentlemen:

Pursuant to a Conditional Assignment of Trademarks dated October 30, 2008 between CARUS PUBLISHING COMPANY, an Illinois corporation ("Carus") and BROWN BROTHERS HARRIMAN & CO., a Massachusetts private bank (the "Bank") (as amended, supplemented, restated or otherwise modified from time to time), Carus has granted to the Bank, a continuing security interest in and conditional assignment of its now owned or hereafter acquired registered trademarks and service marks and trademarks and service marks for which applications to register, and in the case of "intent to use" applications for which verified statements of use, have been filed and are pending or are hereafter filed with the U.S. Patent and Trademark Office (the "PTO") or any other governmental authority, including but not limited to, those registered trademarks and service marks and trademark and service mark applications listed on Exhibit A attached hereto (as the same may be amended pursuant hereto from time to time); all re-issues, renewals and amendments thereof; all proceeds of infringement suits; the sole right to sue for past, present, future and threatened infringements of any of the foregoing; all rights corresponding to any of the foregoing throughout the world; and any royalties, licenses, fees, damages, proceeds, improvements and subsequent trademarks or service marks obtained in connection therewith (all of the foregoing being hereinafter collectively referred to as the "Trademarks"), together with a continuing security interest in and conditional assignment of all its right, title and interest in and to the goodwill of the business to which each of the Trademarks relates, to have and to hold until the Obligations have been paid and performed in full. The security interests granted herein are granted in conjunction with the security interests granted by Carus to the Bank in the Collateral defined and described under a Security Agreement of even date herewith which, among other things, relate to the products sold under the Trademarks.

**TRADEMARK**

**REEL: 003898 FRAME: 0809**

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to duly execute this Notice of Security Interest in Trademarks as of this 30 day of October, 2008.

CARUS PUBLISHING COMPANY

BROWN BROTHERS HARRIMAN & CO.

By: \_\_\_\_\_  
Jason Patenaude  
President

By: Barbara R. Flight  
Barbara R. Flight  
Senior Vice President

THE COMMONWEALTH OF MASSACHUSETTS  
MIDDLESEX COUNTY

On this 30 day of October, 2008, before me personally appeared Barbara R. Flight, a Senior Vice President of BROWN BROTHERS HARRIMAN & CO., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said bank, and acknowledged said instrument so executed to be her free act and deed in said capacity and the free act and deed of said bank.

Notary Public: Judith A. Alukonis  
My commission expires: \_\_\_\_\_



JUDITH A. ALUKONIS  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
March 14, 2014

STATE OF NEW HAMPSHIRE  
COUNTY OF HILLSBOROUGH, SS


On this \_\_\_\_\_ day of October, 2008, before me personally appeared the above named Jason Patenaude, President, of CARUS PUBLISHING COMPANY, an Illinois corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said corporation, and acknowledged said instrument so executed to be his free act and the free act and deed of said corporation.

Notary Public: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to duly execute this Notice of Security Interest in Trademarks as of this \_\_\_ day of October, 2008.

CARUS PUBLISHING COMPANY

BROWN BROTHERS HARRIMAN & CO.

By:   
Jason Patenaude  
President

By: \_\_\_\_\_  
Barbara R. Flight  
Senior Vice President

THE COMMONWEALTH OF MASSACHUSETTS  
MIDDLESEX COUNTY

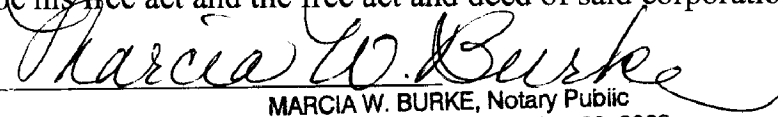
On this \_\_\_ day of October, 2008, before me personally appeared Barbara R. Flight, a Senior Vice President of BROWN BROTHERS HARRIMAN & CO., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said bank, and acknowledged said instrument so executed to be her free act and deed in said capacity and the free act and deed of said bank.

Notary Public: \_\_\_\_\_

My commission expires: \_\_\_\_\_

STATE OF NEW HAMPSHIRE  
COUNTY OF HILLSBOROUGH, SS

On this 29 day of October, 2008, before me personally appeared the above named Jason Patenaude, President, of CARUS PUBLISHING COMPANY, an Illinois corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said corporation, and acknowledged said instrument so executed to be his free act and the free act and deed of said corporation.

Notary Public:   
MARCIA W. BURKE, Notary Public  
My Commission Expires October 20, 2009

My commission expires: \_\_\_\_\_