

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
Carson-Dellosa Publishing, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other: LLC
Citizenship (see guidelines) DE
Execution Date(s) November 13, 2009
Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
 No

Additional names, addresses, or citizenship attached?
Name: TD Bank, N.A.
Internal Address:
Street Address: 2005 Market Street
City: Philadelphia
State: PA
Country: USA Zip: 19103

Association Citizenship USA
 General Partnership Citizenship
 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:

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) See Attached Schedule I
B. Trademark Registration No.(s) See Attached Schedule I
Additional sheet(s) attached? Yes No

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

5. Name address of party to whom correspondence concerning document should be mailed:
Name: Susan O'Brien
Internal Address: UCC Direct Services
Street Address: 187 Wolf Road, Suite 101
City: Albany
State: NY Zip: 12205
Phone Number: 800-342-3676
Fax Number: 800-962-7049
Email Address: cls-udsa@albanys.wolterskluwers.com

6. Total number of applications and registrations involved: 72

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1815-
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 5683
Expiration Date 10/12

b. Deposit Account Number
Authorized User Name:





9. Signature: Kareem Analey 11/23/09
Signature Date
Kareem Analey
Name of Person Signing
Total number of pages including cover sheet, attachments, and document. 15

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

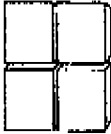



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SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT





U.S. TRADEMARK REGISTRATIONS

Description of Mark	Regis. No.	Registration Date	International Class/goods and services
COLORFUL CUT-OUTS	3273077	7/31/08	16. Paper printed labels.
MASTERING BASIC SKILLS and design 	3445780	6/10/08	16. Children's workbooks in the fields of language arts and mathematics.
DOUBLE SMART POCKET CHART and design 	3368990	1/15/08	16. Elementary school level educational kits comprised of learning cards, activity cards, educational card games, plastic counting straws and printed charts.
IW and design 	3368680	1/15/08	9. Multimedia software recorded on CD-ROM featuring proficiency assessment, instruction and teaching guides in the fields of reading and spelling for elementary and middle-school students and teachers; 16. Series of fiction and nonfiction books, instruction sheets, and printed proficiency assessment and forms in the fields of reading and spelling for elementary and middle-school students and teachers
IW INTERVENTION WORKS 	3368685	1/15/08	9. Multimedia software recorded on CD-ROM featuring proficiency assessment, instruction and teaching guides in the fields of reading and spelling for elementary and middle-school students and teachers.
INTERVENTIONWORKS	3368677	1/15/08	9. Multimedia software recorded on CD-ROM featuring proficiency assessment, instruction and teaching guides in the fields of reading and spelling for elementary and middle-school students and teachers; 16. Series of fiction and nonfiction books, instruction sheets, and printed proficiency assessment and forms in the fields of reading and spelling for elementary and middle-school students and teachers
LEARN TO READ - READ TO LEARN	3368684	1/15/08	16. Series of fiction and nonfiction books, instruction sheets, and printed proficiency assessment forms in the fields of reading and spelling for elementary and middle-school students and teachers.





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Description of Mark	Regis. No.	Registration Date	International Class/goods and services
DOUBLE SMART	3499730	9/9/08	16. Elementary school level educational kits comprised of learning cards, activity cards, educational card games, plastic counting straws and printed charts with pockets made of nylon fabric and vinyl
SUMMER BRAINS	2935018	3/22/05	28. Educational skills trivia game cards.
FOUR-BLOCKS	2510181	11/20/01	9. Video tapes featuring instruction on literacy education. 41. Educational services, namely conducting workshops and seminars in the field of literacy education.
FOUR-BLOCKS	2465617	7/3/01	16. Books, namely, educational planning books, instructor guides and workbooks in the field of literacy; printed wall charts; posters; and other related printed educational aids, namely, stickers, notepads and paper wall decorations.
Four Blocks design - geometric solid blocks 	2546894	3/12/02	9. Video tapes featuring instruction on literacy education; 41. Educational services, namely conducting workshops and seminars in the field of literacy education.
Four Blocks design - squares/cubes lined for the colors green, red, blue and yellow, respectively 	2469658	7/17/01	16. Books, namely, educational planning books, instructor guides and workbooks in the field of literacy; printed wall charts; posters; and other related printed educational aids, namely, stickers, notepads and paper wall decorations.
Four Blocks design - girl sitting on blocks 	2455299	5/29/01	16. Books, namely, educational planning books, instructor guides and workbooks in the field of literacy; printed wall charts; posters; and other related printed educational aids, namely, stickers, notepads and paper wall decorations.
giraffe on wheels design 	1755276	3/2/93	16. Educational materials dealing with learning skills for pre-school, elementary school, and adult literacy; namely, note pads, pocket charts, paper stickers, name tags, door and bulletin board decorations, award certificates, books, posters, and charts; 41. educational services; namely, conducting workshops and seminars in the field of teacher educational skills.

Description of Mark	Regis. No.	Registration Date	International Class/goods and services
WILD GOOSE	2258526	7/6/99	16. Printed manuals and illustrations for science education. 28. Education science and hobby craft kits comprised primarily of chemicals, rubber gloves, goggles, paper cups, mixing containers, pie tins, breakers, flasks, mixing utensils, pH paper, thermometers, funnels, pipettes, eyedroppers, scales, plastic bags, test tubes, etc.
REAL SCIENCE - REAL FUN	2258527	7/6/99	16. Printed manuals and illustrations for science education. 28. Education science and hobby craft kits comprised primarily of chemicals, rubber gloves, goggles, paper cups, mixing containers, pie tins, breakers, flasks, mixing utensils, pH paper, thermometers, funnels, pipettes, eyedroppers, scales, plastic bags, test tubes, etc.
CUT-OUT BUDDIES	3557067	1/6/09	16. Paper printed decorative shapes, figures and labels.
EZ-SPIN	3696863	10/13/09	16. Educational flash cards.
CENTERSOLUTIONS	3696868	10/13/09	28. Boxed educational games in the fields of mathematics and language arts.
HIGHREACH LEARNING	1836631	5/17/94	9. Audio tape cassettes for use in the education of children and instruction of adults teaching children
HIGHREACH LEARNING	1828862	3/29/94	16. Printed educational materials for children and adults teaching children; namely, instruction booklets with lesson plans, activity cards, books, loose-leaf notebook sheets and wall charts, used by teachers in instructing children and communicating with parents, as well as recording children's activities, skills, abilities and the like, and photographs.
Hand, stars and geometric shapes design 	1731023	11/10/92	16. Printed instructional and teaching materials in the field of children's education.
HIGHREACH LEARNING PROGRESS REPORTING AND EVALUATION	2939793	4/12/05	9. Computer software for use in reporting and evaluating learning progress.
TOD SQUAD	3262611	7/10/07	16. Printed matter and paper goods, namely children's books.
PASSPORTS	3437294	5/27/08	16. Printed educational activity guides for pre-kindergarten, kindergarten, and elementary education; educational materials sold as a kit containing a children's activity guide book, printed artwork, stickers, and at least one children's storybook, all packaged together in a box of corrugated cardboard.
BRIGHT BABY	3699351	10/20/2009	16. Children's activity cards in the field of infant exploration of foods, clothes, animals, places, toys, textures and vehicles. 20. Laminated boxes made of chipboard. 28. Puppets.
ALPHABET EXPRESS	899693	29-Sep-1970	16 Int.: wall charts for educational purposes



Description of Mark	Regis. No.	Registration Date	International Class/goods and services
AMERICAN EDUCATION PUBLISHING	3634092	09-Jun-2009	16 Int.: series of educational children's books
AMERICAN EDUCATION PUBLISHING (Stylized) 	3630004	02-Jun-2009	16 Int.: series of educational children's books
BIG SKILLS FOR LITTLE HANDS	3463454	08-Jul-2008	16 Int.: printed materials, namely, a series of children's books, including workbooks
BRIGHTER CHILD	1895045	23-May-1995	16 Int.: educational books for children
BRIGHTER CHILD	2102495	07-Oct-1997	09 Int.: computer software for educational purposes featuring interactive math, reading and phonics
BRIGHTER CHILD SERIES & Design 	1909946	08-Aug-1995	16 Int.: educational books for children
BUILD-N-LEARN	2222571	09-Feb-1999	28 Int.: educational toys, namely building pieces of various shapes having slots on all sides for building in all directions
CRAZY SLATE	2116986	25-Nov-1997	28 Int.: toys, namely, amusement devices for temporarily receiving written images and for erasing such images
EASY GRIP PEGS	2372456	01-Aug-2000	28 Int.: toys and games, namely, manipulative, oversized, stackable, contoured pegs, which are used to promote eye-to-hand coordination, motor skills, and color discrimination in small children
EXTREME READERS	3117124	18-Jul-2006	16 Int.: printed materials, namely, a series of children's books
FRACTION BUILDER	1824391	01-Mar-1994	16 Int.: printed task cards used for teaching and learning mathematics
FRACTION STAX & Design 	1604588	03-Jul-1990	16 Int.: printed instructional and teaching materials, namely cards, wooden stocks and pegboards for developing mathematical skills, sold as a unit 28 Int.: games and playthings, namely, wooden cards, pegboards and cards for developing mathematical skills, sold as a unit
FRANK SCHAFFER & Circle (Design Only) 	2135186	10-Feb-1998	16 Int.: children's educational products, namely, a series of fiction and non-fiction books on a variety of topics, printed instructional, educational and teaching materials composed of text and/or pictorial representations at pre-school and elementary ed 28 Int.: children's educational products, namely, board games, jigsaw puzzles and manipulative puzzles, card games, dominoes, bingo cards and bingo game playing equipment 42 Int.: mail order catalogue services featuring children's educational products, mail order services featuring magazines in the field of childhood education
FRANK SCHAFFER PUBLICATIONS	2136550	17-Feb-1998	16 Int.: children's educational products, namely, a series of fiction and non-fiction books on a variety of topics, printed

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Description of Mark	Regis. No.	Registration Date	International Class/goods and services
			Instructional, educational and teaching materials composed of text and/or pictorial representations at pre-school and elementary ed 28 Int.: children's educational products, namely, board games, jigsaw puzzles and manipulative puzzles, card games, dominoes, bingo cards and bingo game playing equipment 42 Int.: mail order catalogue services featuring children's educational products, mail order services featuring magazines in the field of childhood education
FSP	2281881	28-Sep-1999	16 Int.: children's educational products, namely, a series of fiction and non-fiction books on a variety of topics; printed instructional, educational and teaching materials composed of text and/or pictorial representations at pre-school and elementary sch
GIFTED & TALENTED	1944317	26-Dec-1995	16 Int.: children's activity and learning books
HOMEWORK HELPERS	1888442	11-Apr-1995	16 Int.: educational books on a variety of topics, geared to the nursery, pre-kindergarten, and elementary levels
IF & Design 	953663	20-Feb-1973	16 Int.: books, pamphlets, brochures, periodicals and newsletters
IN CELEBRATION & Design 	2211391	15-Dec-1998	16 Int.: educational products for religious market, namely, books, bookmarks, stickers, greeting cards, folders, note pads, and printed paper bulletin board cutouts and trimmings 28 Int.: educational game in the nature of vinyl cutout characters and figures and cling-on story boards sold as a unit
IN CELEBRATION & Design 	2205989	24-Nov-1998	16 Int.: educational products for religious market, namely, books, bookmarks, stickers, greeting cards, folders, note pads, and printed paper bulletin board cutouts and trimmings 28 Int.: educational game in the nature of vinyl cutout characters and figures and cling-on story boards sold as a unit
II & Design 	1391553	29-Apr-1986	16 Int.: instructional books, pamphlets, workbooks for children on a variety of topics, educational teaching aids, namely, printed alphabet cards, charts, flannel wall boards an flannel letters, numerals and figures therfor, storybooks, transparency kits 28 Int.: equipment sold as a unit for playing board games, activity kits comprising toy chalk boards, toy magnetic figures and shapes for use therewith, and numerical and alphabetical and wooden puzzles
JUDY	708362	13-Dec-1960	28 Int.: educational toys and visual aids, puzzles, and equipment sold as a unit for playing board type games
JUDY/INSTRUCTO	1378066	14-Jan-1986	16 Int.: educational kits consisting of puzzles, booklets, paper cut-outs, posters, flashcards, puppets, equipment

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TRADEMARK
REEL: 004103 FRAME: 0357

Description of Mark	Regis. No.	Registration Date	International Class/goods and services
			used to play board games, maps, and printed educational cards in various shapes and figure forms on a hanging display 28 Int.: equipment sold as a unit for playing board games, activity kits comprising toy chalk boards, toy magnetic figures and shapes for use therewith, numerical and alphabetical and wooden puzzles
JUGGLER Design 	2391307	03-Oct-2000	16 Int.: printed products for educational purposes consisting of paper and cardboard cut-outs, paper, cellophane, and cardboard decorations for bulletin boards and blackboards, children's educational books for teaching science, math, language arts and time and money, workbooks directed to teaching science, math, language arts and time and money, teaching manuals in the area of science, math, language arts and time and money, charts, posters, educational kits, namely, word and picture cards for memory retention, library and paper supplies in the form of catalogue cards, ledger paper, loose-leaf binders, chart stands, easels, and dictionary stands, word and picture cards for color recognition, reading expansion, visual perception and the like and chalkboards. 28 Int.: puzzles, games utilizing plastic beads, cubes, pegs and blocks as educational manipulatives, balance disks consisting of wooden disks placed on bases that permit the boards to rock and children's peg board games 35 Int.: mail order catalog services featuring educational products
LIGHTNING READERS	3069394	14-Mar-2006	16 Int.: printed materials, namely series of children's fiction books
MATH 2 MASTER	3036804	27-Dec-2005	16 Int.: printed educational materials, namely, books featuring mathematics.
MILESTONE	3091153	09-May-2006	16 Int.: educational books on the subjects of reading, language arts, social studies, life skills, math science for students in the middle school levels and higher, and printed materials, namely, workbooks and catalogs featuring books and workbooks on the subjects of reading, language arts, social studies, life skills, math and science for students in middle school levels and higher.
PEG-IT	2401523	07-Nov-2000	28 Int.: manipulative toy peg boards designed to promote motor skills and coordination in children
POCKET CHANGE	2632544	08-Oct-2002	16 Int.: printed educational materials, namely, printed cards and activity guides for use in developing children's money skills 28 Int.: game package used for educational purposes comprised of cards, plastic coins, spinner and activity guides all sold as a unit for use in developing children's money skills
SPECTRUM STARBURST (Design Only) 	3374252	22-Jan-2008	16 Int.: printed materials, namely children's books, workbooks, teachers' guides in the field of mathematics, reading comprehension, vocabulary, spelling, phonics, writing, test practice and preparation, geography, language arts and science

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Description of Mark	Regis. No.	Registration Date	International Class/goods and services
SPOT THE CLOCK	2610356	20-Aug-2002	16 Int.: printed educational materials, namely, printed cards and activity guides for use in developing children's time telling skills 28 Int.: game package used for educational purposes comprised of cards, spinners and activity guides all sold as a unit for use in developing children's time telling skills
SUN & BEARS Design Only 	2148667	07-Apr-1998	16 Int.: printed publications, namely, educational activity and story books for children aged two to six; educational activity and story books for parents and teachers of children aged two to six
THEME-A-SAURUS	1658192	24-Sep-1991	16 Int.: publications, namely, books, containing children's teaching themes
TOTLINE	1490156	31-May-1988	16 Int.: printed publications, namely books and newsletters containing material for working with young children
QUICK STICK	3710409	10-Nov-2009	repositionable classroom wall decorations made of polypropylene in class 20
BRIGHTER CHILD BRIGHTER CHOICES	2,265,034	May 4, 1999	16 Int.: Educational materials, namely, workbooks in the fields of colors and shapes, numbers and counting, alphabet and letters, reading, math, English, spelling and writing, and comprehension; children's activity books; coloring books; and, children's storybooks.
BRIGHTER CHILD BRIGHTER CHOICES and Design 	2,267,319	May 11, 1999	16 Int.: Educational materials, namely, workbooks in the fields of colors and shapes, numbers and counting, alphabet and letters, reading, math, English, spelling and writing, and comprehension; children's activity books; coloring books; and, children's storybooks.
GIFTED & TALENTED	1,527,561	February 28, 1989	16 Int.: Children's activity and learning books.
NUMBERMAZE	1,617,464	October 16, 1990	9 Int.: Educational computer programs.
STEPPING STONES	1,629,285	December 25, 1990	28 Int.: equipment/and or apparatus comprising simulated stones bearing designs, letters, or other notations, adapted to be distributed over a play area for playing a child's game.

PENDING U.S TRADEMARK APPLICATIONS

Trademark	APP NO.	FILING DATE	STATUS	GOODS/SERVICES
FILE FOLDER GAMES TO GO	77/555,954	08/26/2008	Pending	educational games in the fields of phonics, language arts, mathematics, and science in class 28
POP-ITS	77/553,924	08/22/2008	Pending	decorative paper printed classroom borders, paper die-cut shaped accents and paperboard accents for use in pre-kindergarten and elementary school classrooms in class 16

CANADIAN TRADEMARK REGISTRATIONS

Trademark	Reg. No.	Ctry	Reg. Date	Goods
AMERICAN EDUCATION PUBLISHING	550722	Canada	13-Sep-2001	series of educational books, series of educational children's books

PENDING CANADIAN APPLICATIONS

Trademark	App. No.	Ctry	Filing Date	Goods
AMERICAN EDUCATION PUBLISHING & Design <u>AMERICAN EDUCATION PUBLISHING</u>	1422255	Canada	17-Dec-2008	Series of educational children's books

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (as may be amended, restated, supplemented or otherwise modified from time to time, this "Trademark Security Agreement"), dated as of November 13, 2009, is by CARSON-DELLOSA PUBLISHING, LLC, a Delaware limited liability company, located at 7027 Albert Pick Road, Greensboro, North Carolina 27409 (the "Grantor"), in favor of TD BANK, N.A., a national banking association, located at 2005 Market Street, Philadelphia, Pennsylvania 19103, in its capacity as agent (in such capacity, "Agent") pursuant to the Loan Agreement (as hereinafter defined) acting for and on behalf of the Secured Parties (as defined in the Loan Agreement).

WITNESSETH:

WHEREAS, Agent and the financial institutions who are parties to the Loan Agreement as lenders (each individually, a "Lender" and collectively, "Lenders") have entered financing arrangements pursuant to which Lenders (or Agent on behalf of Lenders) may make loans and advances and provide other financial accommodations to Grantor and certain of its affiliates as set forth in the Loan and Security Agreement, dated of even date herewith, by and among Agent, Lenders, Grantor and certain affiliates of Grantor (as the same now exists or may hereafter be amended, modified, supplemented, extended, renewed, restated or replaced, the "Loan Agreement") and the other Financing Agreements (as defined in the Loan Agreement).

WHEREAS, under the terms of the Loan Agreement, Grantor has granted a continuing security interest in, a lien upon, and a right of set off against, certain property, including, without limitation, certain of its Intellectual Property, to Agent, for itself and the benefit of the Secured Parties, to secure the payment and performance of the Obligations and has agreed to execute this Trademark Security Agreement for recording with the United States Patent and Trademark Office.

WHEREAS, this Trademark Security Agreement is supplemental to the provisions contained in the Loan Agreement.

NOW, THEREFORE, in consideration of the premises and mutual conditions and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

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

2. **GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL.** To secure payment and performance of all Grantor's Obligations, Grantor hereby grants to the Agent, for itself and the benefit of the Secured Parties, a continuing security interest in, a lien upon, and right of set-off against, all of Grantor's right, title and interest in, to and under the following, whether now owned or hereafter acquired or existing, and wherever located (collectively, the "Trademark Collateral"):

(a) all of its trademarks, trademark rights and trademark applications, including those referred to on Schedule I hereto, now owned and hereafter arising or acquired;

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

(c) all rights to sue for past, present or future infringement of any of the foregoing; and

(d) all proceeds and products of the foregoing.

3. **LOAN AND SECURITY AGREEMENT.** The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to the Agent, for itself and the benefit of the Secured Parties, pursuant to the Loan Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of the Agent and Secured Parties with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Loan Agreement, the provisions of the Loan Agreement shall control. Grantor shall, concurrently with the execution and delivery of this Trademark Security Agreement, execute and deliver to Agent five (5) originals of a Special Power of Attorney in the form of Exhibit A annexed hereto for the exercise of the rights and remedies granted to Agent under Section 10 of the Loan Agreement with respect to the Trademark Collateral.

4. **GOVERNING LAW.** The validity, interpretation and enforcement of this Trademark Security Agreement and any dispute arising out of the relationship between the parties hereto, whether in contract, tort, equity or otherwise, shall be governed by the internal laws of the State of New York but excluding any principles of conflicts of law or other rule of law that would cause the application of the law of any jurisdiction other than the laws of the State of New York.

5. **COUNTERPARTS.** This Trademark Security Agreement may be executed in any number of counterparts, each of which shall be an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of this Trademark Security Agreement by telefacsimile or other electronic method of transmission shall have the same force and effect as the delivery of an original executed counterpart of this Trademark Security Agreement. Any party delivering an executed counterpart of this Trademark Security Agreement by telefacsimile or other electronic method of transmission shall also deliver an original executed counterpart, but the failure to do so shall not affect the validity, enforceability or binding effect of this Trademark Security Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Grantor and Agent have executed this Trademark Security Agreement as of the day and year first above written.

CARSON-DELLOSA PUBLISHING, LLC

By: [Signature]
Name: Roger Pasacki
Title: COO

ACKNOWLEDGMENT OF GRANTOR

STATE OF North Carolina

COUNTY OF Guilford

ss.

On this 12th day of November, 2009 before me personally appeared Roger Pasacki, who proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Carson-Dellosa Publishing, LLC, who being by me duly sworn did depose and say that he is an authorized officer of said company, that the said instrument was signed on behalf of said company as authorized by its Board of Directors or Board of Managers and that he acknowledged said instrument to be the free act and deed of said company.

[Signature]
Notary Public

{seal}

[SIGNATURES CONTINUED ON NEXT PAGE]

[Signature Page to Trademark Security Agreement]

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

TD BANK, N.A., as Agent

By: *[Signature]*
Name: JEREMY SAPERSTEIN
Title: VICE PRESIDENT

(Signature Page to Trademark Security Agreement)

**EXHIBIT A
TO
TRADEMARK SECURITY AGREEMENT**

SPECIAL POWER OF ATTORNEY

STATE OF _____)
) ss.:
COUNTY OF _____)

KNOW ALL MEN BY THESE PRESENTS, that CARSON-DELLOSA PUBLISHING, LLC, a Delaware limited liability company, located at 7027 Albert Pick Road, Greensboro, North Carolina 27409 ("Debtor"), hereby appoints and constitutes TD BANK, N.A., a national banking association, located at 2005 Market Street, Philadelphia, Pennsylvania 19103, in its capacity as agent (in such capacity, "Agent") pursuant to the Loan Agreement (as defined in the Security Agreement referred to below) acting for and on behalf of the Secured Parties (as defined in the Loan Agreement), and each of Agent's officers, its true and lawful attorney, with full power of substitution and with full power and authority to perform the following acts on behalf of Debtor:

1. Execution and delivery of any and all agreements, documents, instrument of assignment, or other papers which Agent, in its discretion, deems necessary or advisable for the purpose of assigning, selling, or otherwise disposing of all right, title, and interest of Debtor in and to the Trademark Collateral (as defined in the Security Agreement), or for the purpose of recording, registering and filing of, or accomplishing any other formality with respect to the foregoing.

2. Execution and delivery of any and all documents, statements, certificates or other papers which Agent, in its discretion, deems necessary or advisable to further the purposes described in Subparagraph 1 hereof.

This Power of Attorney, being a power coupled with an interest, is made pursuant to a Trademark Security Agreement between Debtor and Agent, dated as of the date hereof (the "Security Agreement"), and is subject to the terms and provisions thereof. This Power of Attorney may not be revoked until all of Debtor's Obligations (as defined in the Loan Agreement) have been fully and finally discharged and paid.

November __, 2009

CARSON-DELLOSA PUBLISHING, LLC

By: _____
Name: _____
Title: _____

STATE OF _____)
)
COUNTY OF _____)

ss.

On this ____ day of November, 2009 before me personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Carson-Dellosa Publishing, LLC, who being by me duly sworn did depose and say that he is an authorized officer of said company, that the said instrument was signed on behalf of said company as authorized by its Board of Directors or Board of Managers and that he acknowledged said instrument to be the free act and deed of said company.

Notary Public

{seal}

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