

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                   |
|-----------------------|-------------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT    |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

**CONVEYING PARTY DATA**

| Name                           | Formerly | Execution Date | Entity Type                         |
|--------------------------------|----------|----------------|-------------------------------------|
| Carson-Dellosa Publishing, LLC |          | 11/13/2009     | LIMITED LIABILITY COMPANY: DELAWARE |

**RECEIVING PARTY DATA**

|                   |                     |
|-------------------|---------------------|
| Name:             | CINAR Corporation   |
| Street Address:   | 266 King Street     |
| Internal Address: | Suite 200           |
| City:             | Toronto             |
| State/Country:    | ONTARIO             |
| Postal Code:      | M5V1H8              |
| Entity Type:      | CORPORATION: CANADA |

**PROPERTY NUMBERS Total: 70**

| Property Type        | Number   | Word Mark                     |
|----------------------|----------|-------------------------------|
| Serial Number:       | 77555954 | FILE FOLDER GAMES TO GO       |
| Serial Number:       | 77553924 | POP-ITS                       |
| Registration Number: | 3273077  | COLORFUL CUT-OUTS             |
| Registration Number: | 3445780  | MASTERING BASIC SKILLS        |
| Registration Number: | 3368990  | DOUBLE SMART POCKET CHART     |
| Registration Number: | 3368680  | IW                            |
| Registration Number: | 3368685  | IW INTERVENTIONWORKS          |
| Registration Number: | 3368677  | INTERVENTIONWORKS             |
| Registration Number: | 3368684  | LEARN TO READ - READ TO LEARN |
| Registration Number: | 3499730  | DOUBLE SMART                  |
| Registration Number: | 2935018  | SUMMER BRAINS                 |
| Registration Number: | 2510181  | FOUR-BLOCKS                   |
| Registration Number: | 2465617  | FOUR-BLOCKS                   |

OP \$1765.00 77555954

**900156352**

**TRADEMARK  
 REEL: 004161 FRAME: 0745**

|                      |         |  |
|----------------------|---------|--|
| Registration Number: | 2546894 |  |
| Registration Number: | 2469658 |  |
| Registration Number: | 2455299 |  |
| Registration Number: | 1755276 |  |
| Registration Number: | 2258526 | WILD GOOSE   |
| Registration Number: | 2258527 | REAL SCIENCE - REAL FUN!                                     |
| Registration Number: | 3557067 | CUT-OUT BUDDIES  |
| Registration Number: | 3696863 | EZ-SPIN  |
| Registration Number: | 3696868 | CENTERSOLUTIONS  |
| Registration Number: | 1836631 | HIGHREACH LEARNING   |
| Registration Number: | 1828862 | HIGHREACH LEARNING   |
| Registration Number: | 1731023 |  |
| Registration Number: | 2939793 | HIGHREACH LEARNING PROGRESS REPORTING AND EVALUATION PROGRAM |
| Registration Number: | 3262611 | TOD SQUAD  |
| Registration Number: | 3437294 | PASSPORTS  |
| Registration Number: | 3699351 | BRIGHT BABY  |
| Registration Number: | 3710409 | QUICK STICK  |
| Registration Number: | 0899693 | ALPHABET EXPRESS   |
| Registration Number: | 3634092 | AMERICAN EDUCATION PUBLISHING                                |
| Registration Number: | 3630004 | AMERICAN EDUCATION PUBLISHING                                |
| Registration Number: | 3463454 | BIG SKILLS FOR LITTLE HANDS                                  |
| Registration Number: | 1895045 | BRIGHTER CHILD   |
| Registration Number: | 2102495 | BRIGHTER CHILD   |
| Registration Number: | 1909946 | BRIGHTER CHILD SERIES  |
| Registration Number: | 2222571 | BUILD-N-LEARN  |
| Registration Number: | 2116986 | CRAZY SLATE  |
| Registration Number: | 2372456 | EASY GRIP PEGS   |
| Registration Number: | 3117124 | EXTREME READERS  |
| Registration Number: | 1824391 | FRACTION BUILDER   |
| Registration Number: | 1604588 | FRACTION STAX  |
| Registration Number: | 2135186 |  |
| Registration Number: | 2136550 | FRANK SCHAFFER PUBLICATIONS                                  |
| Registration Number: | 2281881 | FSP  |
| Registration Number: | 1944317 | GIFTED & TALENTED  |

|                      |         |                                 |
|----------------------|---------|---------------------------------|
| Registration Number: | 1888442 | HOMEWORK HELPERS                |
| Registration Number: | 0953663 | IF                              |
| Registration Number: | 2211391 | IN CELEBRATION                  |
| Registration Number: | 2205989 | IN CELEBRATION                  |
| Registration Number: | 1391553 | JI                              |
| Registration Number: | 0708362 | JUDY                            |
| Registration Number: | 1378066 | JUDY/INSTRUCTO                  |
| Registration Number: | 2391307 |                                 |
| Registration Number: | 3069394 | LIGHTNING READERS               |
| Registration Number: | 3036804 | MATH 2 MASTER                   |
| Registration Number: | 3091153 | MILESTONE                       |
| Registration Number: | 2401523 | PEG-IT                          |
| Registration Number: | 2632544 | POCKET CHANGE                   |
| Registration Number: | 3374252 |                                 |
| Registration Number: | 2610356 | SPOT THE CLOCK                  |
| Registration Number: | 2148667 |                                 |
| Registration Number: | 1658192 | THEME-A-SAURUS                  |
| Registration Number: | 1490156 | TOTLINE                         |
| Registration Number: | 2265034 | BRIGHTER CHILD BRIGHTER CHOICES |
| Registration Number: | 2267319 | BRIGHTER CHILD BRIGHTER CHOICES |
| Registration Number: | 1527561 | GIFTED & TALENTED               |
| Registration Number: | 1617464 | NUMBERMAZE                      |
| Registration Number: | 1629285 | STEPPING STONES                 |

**CORRESPONDENCE DATA**

Fax Number: (336)478-1170  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 336-478-1190  
Email: mja@crlaw.com  
Correspondent Name: Michael J. Allen  
Address Line 1: 235 North Edgeworth Street  
Address Line 4: Greensboro, NORTH CAROLINA 27401

|                         |                    |
|-------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 3761/10568         |
| NAME OF SUBMITTER:      | Michael J. Allen   |
| Signature:              | /Michael J. Allen/ |

Date:

03/05/2010

**Total Attachments: 14**

source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page1.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page2.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page3.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page4.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page5.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page6.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page7.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page8.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page9.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page10.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page11.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page12.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page13.tif  
source=CINAR-CDP, LLC trademark security agreement (11-13-09) (00619117)#page14.tif

## 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 CINAR Corporation, located at 266 King Street, Suite 200, Toronto, Ontario M5V1H8 (the "Lender") pursuant to the Loan Agreement (as hereinafter defined).

### WITNESSETH:

WHEREAS, Grantor has executed a Subordinated Secured Promissory Note in favor of Lender dated as of November 13, 2009 (as the same now exists or may hereafter be amended, modified, supplemented, extended, renewed, restated or replaced, 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 Lender, 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, subject to the Intercreditor Agreement, 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 Lender, pursuant to the Loan Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of the Lender 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 Lender 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 Lender under 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 North Carolina 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 North Carolina.

**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 Lender have executed this Trademark Security Agreement as of the day and year first above written.

CARSON-DELLOSA PUBLISHING, LLC

By: *Roger Posacki*  
Name: Roger Posacki  
Title: COO

**ACKNOWLEDGMENT OF GRANTOR**

STATE OF NORTH CAROLINA  
)  
COUNTY OF GUILFORD ) ss.

On this 12<sup>th</sup> day of November, 2009 before me personally appeared Roger Posacki, 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.

BLANCHE S. BERKOWITZ  
NOTARY PUBLIC  
GUILFORD COUNTY, NC  
Commission Expires 9-14-2013

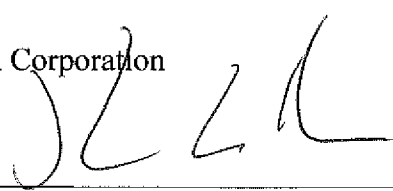
*Blanche S Berkowitz*  
Notary Public

{seal}

[SIGNATURES CONTINUED ON NEXT PAGE]

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

CINAR Corporation

By:  \_\_\_\_\_

Name: Greg Wilhedy

Title: General Counsel



**SCHEDULE I**  
to  
**TRADEMARK SECURITY AGREEMENT**

**PENDING U.S. TRADEMARK APPLICATIONS**

| U.S. MARK               | 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 |


**PENDING CANADIAN APPLICATIONS**

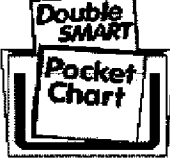


| Trademark  | App. No. | Ctry   | Filing Date | Goods                                  |
|--|----------|--------|-------------|--|
| AMERICAN EDUCATION PUBLISHING & Design<br><br><u>AMERICAN EDUCATION PUBLISHING</u> | 1422255  | Canada | 17-Dec-2008 | Series of educational children's books |

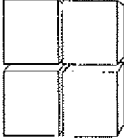

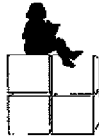

**CANADIAN TRADEMARK REGISTRATIONS**



| 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 |




**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<br> | 3445780    | 6/10/08           | 16. Children's workbooks in the fields of language arts and mathematics. |




| Description of Mark   | Regis. No. | Registration Date | International Class/goods and services  |
|---|------------|-------------------|---|
| DOUBLE SMART POCKET CHART and design<br> | 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<br>                        | 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<br>                | 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.  |
| 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.<br>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.   |


| Description of Mark  | Regis. No. | Registration Date | International Class/goods and services  |
|--|------------|-------------------|---|
| Four Blocks design - geometric solid blocks<br>   | 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<br> | 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<br>  | 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<br>  | 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. |
| 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.   |

| Description of Mark  | Regis. No. | Registration Date | International Class/goods and services  |
|--|------------|-------------------|---|
| 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<br>       | 1731023    | 11/10/92          | 16. Printed instructional and teaching materials in the field of children's education.  |
| HIGHREACH LEARNING<br>PROGRESS REPORTING AND<br>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.   |
| QUICK STICK  | 3710409    | 11/10/2009        | 20. Repositionable classroom wall decorations made of polypropylene.  |
| ALPHABET EXPRESS   | 899693     | 29-Sep-1970       | 16 Int.: wall charts for educational purposes   |
| AMERICAN EDUCATION<br>PUBLISHING   | 3634092    | 09-Jun-2009       | 16 Int.: series of educational children's books   |
| AMERICAN EDUCATION<br>PUBLISHING (Stylized)<br> | 3630004    | 02-Jun-2009       | 16 Int.: series of educational children's books   |
| BIG SKILLS FOR LITTLE<br>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 & Device  | 4356151    | 23-Mar-2005       | 09 Int.: Computer software; computer programmes; computer software for educational purposes, computers; computer hardware and firmware; magnetic tapes, cards and discs; magnetic data carriers; recording discs; parts and fittings for all the aforesaid goods  |

| Description of Mark  | Regis. No. | Registration Date | International Class/goods and services   |
|--|------------|-------------------|--|
|  |            |                   | 16 Int.: Printed matter; books; magazines; printed publications; educational books for children; photographs; stationery; instructional and teaching material (except apparatus); all for educational purposes   |
| BRIGHTER CHILD SERIES & Design<br>          | 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<br>                | 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<br>28 Int.: games and playthings, namely, wooden cards, pegboards and cards for developing mathematical skills, sold as a unit   |
| FRANK SCHAFFER & Circle (Design Only)<br> | 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<br>28 Int.: children's educational products, namely, board games, jigsaw puzzles and manipulative puzzles, card games, dominoes, bingo cards and bingo game playing equipment<br>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 instructional, educational and teaching materials composed of text and/or pictorial representations at pre-school and elementary ed<br>28 Int.: children's educational products, namely, board games, jigsaw puzzles and manipulative puzzles, card games, dominoes, bingo cards and bingo game playing equipment<br>42 Int.: mail order catalogue services featuring children's educational products, mail order services featuring magazines in the field of childhood education |

| Description of Mark   | Regis. No. | Registration Date | International Class/goods and services   |
|---|------------|-------------------|--|
| 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<br>              | 953663     | 20-Feb-1973       | 16 Int.: books, pamphlets, brochures, periodicals and newsletters  |
| IN CELEBRATION & Design<br>  | 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<br>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<br> | 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<br>28 Int.: educational game in the nature of vinyl cutout characters and figures and cling-on story boards sold as a unit  |
| JI & Design<br>            | 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<br>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.: educationl 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 used to play board games, maps, and printed educationl cards in various shapes and figure forms on a hanging display<br>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,  |

| Description of Mark  | Regis. No. | Registration Date | International Class/goods and services   |
|--|------------|-------------------|--|
|   |            |                   | 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.<br>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<br>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<br>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<br>(Design Only)<br> | 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   |
| 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<br>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<br>             | 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  |

| Description of Mark   | Regis. No. | Registration Date | International Class/goods and services  |
|---|------------|-------------------|---|
| 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   |
| 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<br> | 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.  |



**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 CINAR Corporation, located at \_\_\_\_\_ (the “Lender”) pursuant to the Loan Agreement (as defined in the Security Agreement referred to below), and each of Lender’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 Lender, 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 Lender, 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 Lender, 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.

\_\_\_\_\_, 2009

CARSON-DELLOSA PUBLISHING, LLC

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

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 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}