

03/28/2013



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Form PTO-1594 (Rev. 01-09)
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U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



**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):
McGraw-Hill School Education Holdings, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other Limited Liability Company - DE

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: Bank of Montreal

Internal
Address: 20th Floor East

Street Address: 111 West Monroe Street

City: Chicago

State: Illinois

Country: USA Zip: 60603

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Bank Citizenship Canada

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) March 22, 2013

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)

B. Trademark Registration No. (s)
2,180,519; 3,641,278
See attached Schedule I for additional registration numbers

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: Thomas Fahey

Internal Address: _____

Street Address: 1100 G Street, N.W., Suite 420

City: Washington D.C.

State: _____ Zip: 20005

Phone Number: 202-370-4761

Fax Number: 202-841-6281

Email Address: rfahay@nationalcorp.com

6. Total number of applications and registrations involved: 242

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 6,065.00

Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

04/02/2013 HTON11 00000030 2180519
 Deposit Account Number _____
 01 FC:8521 40.00
 Authorized User Name _____ 6025.00

9. Signature: Rick Harrison Signature 3/22/13 Date

Rick Harrison
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 21

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 1460, Alexandria, VA 22313-1460

Schedule I
to Intellectual Property Security Agreement

Trademarks Owned by MCGRAW-HILL SCHOOL EDUCATION HOLDINGS, LLC

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
1.	A WOODLAND MYSTERY	75/321,159	08/11/1998	2,180,519
2.	ACUITY	78/816,976	06/16/2009	3,641,278
3.	ACUITY	77/703,398	09/01/2009	3,676,465
4.	ACUITY & Design (Color)	77/838,874	04/20/2010	3,778,062
5.	ACUITY PHD	85/022,825	07/05/2011	3,988,235
6.	ACUITY UNWIRED	77/825,931	04/20/2010	3,777,994
7.	ADVANCE TRACKER	77/265,482	04/27/2010	3,781,600
8.	ADVANCE TRACKER	85/061,757	03/29/2011	3,937,145
9.	ALGEBLOCKS	74/595,215	12/19/1995	1,942,496
10.	ALGEBRA LAB	75/350,623	09/22/1998	2,190,977
11.	ALGEBRA LAB GEAR	75/350,622	09/22/1998	2,190,976
12.	ALGEBRA LAB GEAR	85/487,376	08/07/2012	4,185,701
13.	AMAZE TRACKER	85/069,314	03/01/2011	3,925,162
14.	ARITHMETWISTS	74/654,426	02/06/1996	1,955,039
15.	ASSIGNMENTWORKS	78/853,633	11/13/2007	3,337,031
16.	BENCHMARKTRACKER	78/790,467	11/28/2006	3,176,959
17.	BEYOND EARTH	74/419,991	12/06/1994	1,866,298
18.	BOOKETTE	74/225,441	11/23/1993	1,806,682
19.	BOOKETTE	75/143,773	01/16/2001	2,421,608
20.	BOOKETTE	75/143,774	11/21/2000	2,406,536
21.	BOOKETTE	75/143,771	08/03/1999	2,267,508
22.	BOOSTING YOUR MATH SKILLS	78/919,929	01/15/2008	3,370,787
23.	BREAKTHROUGH and Arrow Design (registered in the State of Iowa)		04/22/2004	W43,137
24.	BREAKTHROUGH TO LITERACY	75/339,315	05/18/1999	2,246,651
25.	BREAKTHROUGH TO LITERACY	75/708,393	03/28/2000	2,335,937
26.	BTW	77/709,344	04/27/2010	3,782,555
27.	CALIFORNIA ACHIEVEMENT TESTS	85/026,509	12/14/2010	3,890,163
28.	CAT 5 and Marker Design	74/275,016	11/02/1993	1,802,049
29.	CINCH	77/816,386	06/07/2011	3,975,215
30.	CINCH	85/074,891	05/29/2012	4,150,746
31.	Circle Design of ACUITY Logo (color)	77/838,897	04/20/2010	3,778,063
32.	CLASSROOM MANAGER	75/442,507	11/07/2000	2,401,219

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
33.	COLLECTIONS FOR YOUNG SCHOLARS	74/419,942	09/26/1995	1,922,894
34.	COLLEGE & CAREER READINESS & Design (color)	85/065,613	05/08/2012	4,139,668
35.	COLLEGE & CAREER READINESS INVENTORY	85/166,804	04/03/2012	4,123,212
36.	Compass Logo	85/633,706	10/09/2012	4,222,054
37.	COMPUSCAN	72/306,727	09/09/1969	876,561
38.	CONTENT ESSENTIALS	77/348,997	03/02/2010	3,755,241
39.	CORRECTIVE READING	77/603,738	08/25/2009	3,674,764
40.	CP CREATIVE PUBLICATIONS and Design	74/285,653	06/22/1993	1,777,833
41.	CP CREATIVE PUBLICATIONS and Design	75/943,519	07/17/2001	2,469,382
42.	CP Design	74/283,891	06/22/1993	1,778,191
43.	CREATIVE PUBLICATIONS	76/036,130	10/23/2001	2,499,943
44.	CREATIVE PUBLICATIONS	74/280,810	09/21/1993	1,793,460
45.	CREATIVE PUBLICATIONS (Stylized)	73/664,197	02/09/1988	1,475,902
46.	CRECIENDO CON MATEMATICAS	74/642,940	02/04/1997	2,036,095
47.	CTB	76/438,720	06/10/2003	2,723,978
48.	CTB	76/438,719	07/15/2003	2,736,345
49.	CTB	76/438,718	06/10/2003	2723,977
50.	CTB Winking Cat Design ("Winky")	74/275,023	11/02/1993	1,802,050
51.	CTBS	72/298,664	12/24/1968	862,440
52.	CURRICULUM BUILDER	74/651,750	02/13/1996	1,956,340
53.	DAILY TUNE-UPS	74/654,349	02/20/1996	1,957,884
54.	DISCOVERING OUR PAST	78/576,271	10/31/2006	3,166,467
55.	DLM	73/373,175	01/17/1984	1,264,047
56.	DLM Logo	72/303,562	07/29/1969	873,742
57.	DYNAMIC GEOMETRY	74/581,950	09/03/1996	1,997,870
58.	DYNAMIC STATISTICS	76/087,948	06/03/2003	2,720,358
59.	Elephant Design	77/602,237	05/12/2009	3,619,375
60.	EMERGENT EARLY FLUENCY FLUENCY & Diamond Design	75/547,101	10/05/1999	2,283,291
61.	EMERGENT EARLY FLUENCY FLUENCY & Student Design	75/547,100	10/05/1999	2,283,290
62.	EMERGENT EARLY FLUENCY	75/545,724	10/05/1999	2,283,272

U.S. Federal Trademark Registrations

	Trademark	Application Number	Registration Date	Registration Number
	FLUENCY TWG & Design			
63.	ESTUDIO (color)	77/658,136	12/07/2010	3,886,985
64.	ESTUDIO (Stylized – Black and White)	77/617,321	02/01/2011	3,914,775
65.	EVERYDAY MATHEMATICS	78/865,026	02/13/2007	3,208,846
66.	EVERYDAY MATHEMATICS	74/628,371	12/26/1995	1,944,182
67.	EVERYDAY MATHEMATICS	85/332,052	07/03/2012	4,166,730
68.	EXPLORE MORE	78/350,721	01/22/2008	3,373,756
69.	EXPRESSIONS	77/389,009	05/05/2009	3,617,091
70.	FATHOM	76/326,993	07/07/2009	3,649,100
71.	FATHOM DYNAMIC STATISTICS	76/088,399	12/18/2007	3,354,693
72.	FLUENCY FIRST	78/350,465	08/22/2006	3,133,785
73.	FLUENCY FIRST	78/350,456	04/03/2007	3,225,526
74.	FOLDABLES	78/728,048	02/20/2007	3,210,602
75.	FOUNDATIONS	75/976,757	05/19/1998	2,159,747
76.	FOUNDATIONS & Design	75/128,356	12/02/1997	2,117,565
77.	FOX IN A BOX	76/039,057	06/19/2001	2,461,567
78.	FOX IN A BOX Design	76/144,814	02/19/2002	2,539,830
79.	FRACTION FACTORY	74/283,893	03/23/1993	1,759,618
80.	FRAMEWORK FOR EFFECTIVE TEACHING	74/419,935	01/24/1995	1,876,158
81.	FRIGHT WRITE (Stylized)	75/253,394	01/13/1998	2,129,091
82.	FRIGHTWRITE	77/257,079	08/26/2008	3,491,522
83.	GEAR UP!	77/022,518	06/12/2007	3,250,350
84.	GEAR UP! and Design	77/239,588	08/26/2008	3,491,425
85.	GLENCOE	74/595,859	11/14/1995	1,935,330
86.	GLENCOE	74/592,483	10/24/1995	1,929,836
87.	GLENCOE VISUAL SHOWCASE	77/833,700	06/29/2010	3,809,784
88.	GLENCOE WRITER'S WORKSPACE	77/937,906	05/22/2012	4,147,082
89.	GRAPHING CALCULATOR EASY FILES	78/858,176	09/25/2007	3,299,906
90.	GROUNDWORKS	75/637,173	01/30/2001	2,425,695
91.	GROW NETWORK	76/096,487	09/28/2004	2,889,497
92.	GROW REPORTS	76/183,844	03/23/2004	2,825,585
93.	GROWING WITH MATHEMATICS	77/164,096	05/26/2009	3,625,159
94.	GROWING WITH MATHEMATICS	74/642,303	02/04/1997	2,036,092
95.	HOME LINKS	74/214,777	05/10/1994	1,835,404
96.	HOT TEXT	77/834,573	05/10/2011	3,958,750
97.	ICHECK	77/147,437	03/24/2009	3,595,439

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
98.	ICHECK EXPRESS	77/147,432	03/24/2009	3,595,438
99.	I-KNOW	76/299,828	06/24/2003	2,730,224
100.	IM and Design	75/193,606	03/24/1998	2,145,982
101.	IMPACT MATHEMATICS	77/206,521	09/01/2009	3,677,021
102.	IN THE SPOTLIGHT	78/853,712	09/25/2007	3,299,894
103.	INCLASS READER	78/831,215	04/17/2007	3,231,929
104.	INSTANT SCIENCE	85/186,892	07/10/2012	4,172,403
105.	JAMESTOWN READING NAVIGATOR	77/550,591	12/15/2009	3,724,379
106.	KEY CURRICULUM PRESS	75/676,175	11/21/2000	2,405,402
107.	KEY TO...	74/732,422	03/11/1997	2,042,908
108.	KEYS TO SPELLING MASTERY	73/280,299	06/28/1983	1,243,545
109.	KINDERVENTURES	74/317,497	06/21/1994	1,841,230
110.	LANGUAGE ASSESSMENT SYSTEM	78/678,070	07/10/2007	3,263,540
111.	LAS	73/827,412	05/15/1990	1,596,392
112.	LAS LINKS	78/793,851	06/23/2009	3,645,011
113.	LAS LINKS & Design	78/853,690	06/30/2009	3,648,905
114.	LAS LINKS ONLINE	85/365,611	08/28/2012	4,199,809
115.	LAS LINKS ONLINE & Design	85/368,445	08/28/2012	4,199,820
116.	LASSCORE	75/276,256	05/26/1998	2,160,351
117.	LEAD21	77/714,152	05/10/2011	3,958,413
118.	LITERACY LAUNCHER	78/031,061	03/04/2003	2,694,127
119.	MACMILLAN/MCGRAW-HILL SONGS FROM A TO Z	76/343,897	07/15/2003	2,738,522
120.	MATEMATICAS DIARIAS	78/351,797	07/19/2005	2,970,223
121.	MATH IN MY WORLD	75/277,026	07/14/1998	2,174,009
122.	MATH TRIUMPHS	77/240,401	04/21/2009	3,609,456
123.	MATHEMATICS, YES!	78/350,556	01/04/2005	2,916,526
124.	MATHEMATICS, YES!	78/350,583	08/02/2005	2,980,920
125.	MATHLAND	74/212,725	10/11/1994	1,858,156
126.	MATHSCAPE	75/088,504	10/14/1997	2,105,936
127.	MATHTALES	74/265,647	11/02/1993	1,802,701
128.	MCGRAW-HILL NETWORKS	85/091,316	10/30/2012	4,234,467
129.	MCGRAW-HILL READING WONDERS	85/354,055	09/18/2012	4,211,208
130.	MCGRAW-HILL SCIENCE NEWSROOM	75/659,813	01/23/2001	2,424,004
131.	MCGRAW-HILL WORKFORCE	85/488,127	12/11/12	4,259,039

U.S. Federal Trademark Registrations

	Trademark	Application Number	Registration Date	Registration Number
	CONNECTS			
132.	MIDDLE SCHOOL MATH WITH PIZAZZ	74/698,364	01/27/1998	2,131,605
133.	MINDJOGGER	74/508,552	12/12/1995	1,941,713
134.	MINUTE MATH	74/219,276	05/11/1993	1,770,002
135.	MONEY GAME	72/430,127	07/17/1973	964,084
136.	Mrs. Wish-Washy Design	75/613,523	01/16/2001	2,420,549
137.	MYGUIDE	77/132,988	09/23/2008	3,503,591
138.	NOTEABLES	78/576,261	03/31/2009	3,598,495
139.	NUMBER WORLDS	78/627,961	12/26/2006	3,190,1119
140.	OC Design	73/310,773	02/08/1983	1,226,622
141.	OPEN COURT	73/310,774	02/01/1983	1,225,940
142.	OPTICAL DATA CORPORATION	74/339,232	06/07/1994	1,838,586
143.	OPTICAL DATA CORPORATION & Design	74/343,790	01/31/1995	1,876,377
144.	PALMER METHOD	73/094,679	09/12/1978	1,102,101
145.	PALMER METHOD	73/439,149	03/26/1985	1,326,882
146.	PAWS	75/147,900	08/11/1998	2,179,902
147.	PAWS (Paw Print Design)	75/157,032	10/20/1998	2,196,963
148.	PAWS (Walking Paws Design)	75/153,989	11/17/1998	2,203,480
149.	PAWS & Paw Print Design	75/147,901	02/16/1999	2,223,525
150.	PAWS (Cat Face Design)	75/182,723	06/09/1998	2,163,333
151.	PAWS PRESENTS	75/155,238	06/09/1998	2,163,258
152.	PICTURE WHAT HE CAN BECOME	85/020,327	12/14/2010	3,889,711
153.	PICTURE WHAT SHE CAN BECOME	85/020,389	12/14/2010	3,889,715
154.	PICTURE WHAT THEY CAN BECOME	85/019,517	12/14/2010	3,889,664
155.	PIZAZZ	74/705,321	06/25/1996	1,982,609
156.	PLANET TURTLE	77/818,313	04/13/2010	3,774,738
157.	PLANET TURTLE & Design	77/818,387	04/20/2010	3,777,520
158.	POWER BUILDER	74/650,457	02/06/1996	1,954,955
159.	PRELAS OBSERVATIONAL ASSESSMENT	85/365,555	09/18/2012	4,211,282
160.	PUDDLE QUESTIONS	74/654,445	02/20/1996	1,957,886
161.	QUICKPASS	77/300,572	05/11/2010	3,787,830
162.	RAVENCOURT BOOKS	78/457,237	09/13/2005	2,995,292
163.	Ravencourt Books Logo	77/239,458	08/19/2008	3,487,396
164.	READING LABORATORY	72/106,944	05/29/1962	732,171

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
165.	READING MASTERY	77/605,863	11/10/2009	3,707,810
166.	READING MASTERY	77/629,940	11/16/2010	3,877,473
167.	READING TRIUMPHS	78/787,740	06/30/2009	3,648,883
168.	READY-ACCESS MATH	77/329,409	04/28/2009	3,613,296
169.	REPORTMATE	74/584,592	09/26/1995	1,921,784
170.	SABE	74/266,917	11/23/1993	1,806,030
171.	SCIENCE A CLOSER LOOK	77/319,091	09/30/2008	3,507,531
172.	SCOREZE (Stylized)	72/055,569	10/13/1959	686,652
173.	SCOREZE (Stylized)	71/599,691	05/05/1953	574,112
174.	SERIES E Stylized	73/286,295	10/05/01982	1,211,494
175.	SERIES R Stylized	73/188,803	12/28/1982	1,221,603
176.	SIGNATURE SUMMER	78/604,090	01/23/2007	3,202,781
177.	SKETCHPAD	77/279,192	06/08/2010	3,798,004
178.	SKETCHPAD LESSONLINK	77/334,751	05/17/2011	3,962,096
179.	SKILL POWER	75/167,718	06/30/1998	2,170,211
180.	SKILLMASTERS	73/432,724	06/19/1984	1,282,463
181.	SKILLS LINK	75/648,685	07/18/2000	2,368,057
182.	SKILLWRITER	78/790,415	11/28/2006	3,176,958
183.	SMART STRANDS	75/587,950	12/07/1999	2,298,217
184.	SRA	72/107,593	02/20/1962	727,724
185.	SRA ;IMAGINALO!	85/037,459	07/24/2012	4,177,712
186.	SRA ;IMAGINALO! & Design (color)	85/038,030	07/24/2012	4,177,714
187.	SRA and Block Design	74/583,592	01/16/1996	1,948,434
188.	SRA and Block Design	74/609,063	04/01/1997	2,049,590
189.	SRA and Block Design	74/638,909	12/26/1995	1,944,334
190.	SRA IMAGINE IT!	85/037,862	07/24/2012	4,177,713
191.	SRA IMAGINE IT! & Design (color)	85/037,372	07/24/2012	4,177,711
192.	STORY VINE	76/011,754	01/22/2002	2,531,434
193.	STORY VINE Stylized	76/016,616	01/22/2002	2,531,451
194.	STUDENTWORKS	78/805,855	07/17/2007	3,264,463
195.	STUDY CENTRAL	78/585,648	10/16/2007	3,313,597
196.	STUDY LINKS	74/647,771	01/14/1997	2,030,938
197.	STUDY LINKS	75/158,134	03/03/1998	2,141,532
198.	SUNSHINE and Design	74/725,649	06/02/1998	2,162,380
199.	SUNSHINE and Sun Design	74/725,648	04/29/1997	2,058,280
200.	SUNSHINE AT HOME	74/329,747	06/14/1994	1,839,950
201.	SUPERA (Super)	75/208,544	03/17/1998	2,145,512
202.	TABE	74/450,944	10/18/1994	1,858,578

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
203.	TABE and Design	78/404,714	12/12/2006	3,184,449
204.	TABE and Design	78/350,495	09/13/2005	2,994,430
205.	TABE-PC	74/450,802	10/11/1994	1,857,569
206.	TAKING SIDES	73/385,606	01/17/1984	1,264,198
207.	TCS	75/426,234	12/01/1998	2,207,329
208.	TEACHERLINK	74/368,803	11/02/1993	1,802,099
209.	TEACHERWORKS	78/766,800	10/17/2006	3,158,638
210.	TEAM TOOLS FOR EARLY ASSESSMENT IN MATH	77/957,389	01/04/2011	3,902,034
211.	TERRANOVA & Design	75/043,468	08/26/1997	2,092,077
212.	TESTMATE	73/695,686	06/13/1989	1,543,323
213.	TESTMATE CLARITY	75/443,983	05/18/1999	2,245,920
214.	THE BOOK BANK	74/143,745	10/06/1992	1,721,815
215.	THE GEOMETER'S SKETCHPAD	77/279,185	11/04/2008	3,526,489
216.	THE GEOMETER'S SKETCHPAD	74/731,316	09/09/1997	2,094,130
217.	THE KEY TO TRACKER AND DESIGN	77/480,606	07/07/2009	3,649,643
218.	THE SONG BOX	74/042,166	09/10/1991	1,656,805
219.	THE SONG BOX	74/732,860	09/08/1998	2,188,066
220.	THE STORY BASKET	74/297,229	06/21/1994	1,841,322
221.	THE STORY BOX	75/696,082	11/27/2001	2,511,481
222.	THE STORY BOX	73/654,089	05/10/1988	1,487,532
223.	THE STORY BOX Logo (Student w/book Design)	74/070,262	06/11/1991	1,647,429
224.	THE WRIGHT GROUP	74/156,214	05/12/1992	1,686,389
225.	THE WRIGHT GROUP (Stylized)	74/735,085	04/06/1999	2,236,974
226.	THINKING STORY	73/428,120	06/12/1984	1,281,529
227.	THUMBPRINT Design	75/706,088	04/25/2000	2,345,331
228.	TOTALLY AWESOME	74/618,829	12/12/1995	1,941,104
229.	TREASURES	77/366,698	09/30/2008	3,507,673
230.	TREASURES & Bookmark Design	77/215,784	01/06/2009	3,555,939
231.	TREASURES & Clock Face Design	77/215,814	01/06/2009	3,555,940
232.	TWIG	74/042,165	07/30/1991	1,652,750
233.	TWIG BOOKS and Design	74/144,029	03/17/1992	1,679,370
234.	WANDEROOS	74/373,706	06/07/1994	1,839,053
235.	WANDEROOS	74/373,707	05/02/1995	1,892,589
236.	WINDOWS ON MATH	74/609,659	10/31/1995	1,931,759
237.	WONDER WORLD & Design	74/590,777	05/28/1996	1,975,917

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
238.	WOODLAND (Mysteries Design)	75/321,158	02/16/1999	2,223,777
239.	WOODLAND MYSTERIES	75/503,266	07/06/1999	2,259,529
240.	WORDS TO LEARN BY	85/091,368	08/23/2011	4,017,017
241.	WRIGHT GROUP LEAD21	77/709,468	11/16/2010	3,877,608
242.	WRIGHT GROUP LEAD21 & Design (color)	77/714,122	08/16/2011	4,012,870

Intellectual Property Security Agreement

TRADEMARK SECURITY AGREEMENT dated as of March 22, 2013 (this "Agreement"), made by McGraw-Hill School Education Holdings, LLC, a Delaware limited liability company (the "Pledgor"), in favor of BANK OF MONTREAL, as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement dated as of March 22, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among McGraw-Hill School Education Intermediate Holdings, LLC, McGraw-Hill School Education Holdings, LLC (the "Borrower"), each subsidiary of the Borrower identified therein and Bank of Montreal, as collateral agent (together with its successors and assigns in such capacity, the "Collateral Agent") for the Secured Parties (as defined therein). The parties hereto agree as follows:

SECTION 1. **Terms.** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. **Grant of Security Interest.** As security for the payment and performance, as applicable, in full of the Secured Obligations, the Pledgor pursuant to the Collateral Agreement did, and hereby does, assign and pledge to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of such Pledgor's right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the "IP Collateral"):

All Trademarks, including those listed on Schedule I.

SECTION 3. **Collateral Agreement.** The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the IP Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.


SECTION 4. **Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Agreement by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. *Governing Law.* THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.


[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

**MCGRAW-HILL SCHOOL EDUCATION
HOLDINGS, LLC**

By:  _____
Name: Patrick Milano
Title: Vice President

BANK OF MONTREAL,
as Collateral Agent,

By: 
Name: Terrence McKenna
Title: Vice President

Schedule I
to Intellectual Property Security Agreement

Trademarks Owned by MCGRAW-HILL SCHOOL EDUCATION HOLDINGS, LLC

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
1.	A WOODLAND MYSTERY	75/321,159	08/11/1998	2,180,519
2.	ACUITY	78/816,976	06/16/2009	3,641,278
3.	ACUITY	77/703,398	09/01/2009	3,676,465
4.	ACUITY & Design (Color)	77/838,874	04/20/2010	3,778,062
5.	ACUITY PHD	85/022,825	07/05/2011	3,988,235
6.	ACUITY UNWIRED	77/825,931	04/20/2010	3,777,994
7.	ADVANCE TRACKER	77/265,482	04/27/2010	3,781,600
8.	ADVANCE TRACKER	85/061,757	03/29/2011	3,937,145
9.	ALGEBLOCKS	74/595,215	12/19/1995	1,942,496
10.	ALGEBRA LAB	75/350,623	09/22/1998	2,190,977
11.	ALGEBRA LAB GEAR	75/350,622	09/22/1998	2,190,976
12.	ALGEBRA LAB GEAR	85/487,376	08/07/2012	4,185,701
13.	AMAZE TRACKER	85/069,314	03/01/2011	3,925,162
14.	ARITHMETWISTS	74/654,426	02/06/1996	1,955,039
15.	ASSIGNMENTWORKS	78/853,633	11/13/2007	3,337,031
16.	BENCHMARKTRACKER	78/790,467	11/28/2006	3,176,959
17.	BEYOND EARTH	74/419,991	12/06/1994	1,866,298
18.	BOOKETTE	74/225,441	11/23/1993	1,806,682
19.	BOOKETTE	75/143,773	01/16/2001	2,421,608
20.	BOOKETTE	75/143,774	11/21/2000	2,406,536
21.	BOOKETTE	75/143,771	08/03/1999	2,267,508
22.	BOOSTING YOUR MATH SKILLS	78/919,929	01/15/2008	3,370,787
23.	BREAKTHROUGH and Arrow Design (registered in the State of Iowa)		04/22/2004	W43,137
24.	BREAKTHROUGH TO LITERACY	75/339,315	05/18/1999	2,246,651
25.	BREAKTHROUGH TO LITERACY	75/708,393	03/28/2000	2,335,937
26.	BTW	77/709,344	04/27/2010	3,782,555
27.	CALIFORNIA ACHIEVEMENT TESTS	85/026,509	12/14/2010	3,890,163
28.	CAT 5 and Marker Design	74/275,016	11/02/1993	1,802,049
29.	CINCH	77/816,386	06/07/2011	3,975,215
30.	CINCH	85/074,891	05/29/2012	4,150,746
31.	Circle Design of ACUITY Logo (color)	77/838,897	04/20/2010	3,778,063
32.	CLASSROOM MANAGER	75/442,507	11/07/2000	2,401,219

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
33.	COLLECTIONS FOR YOUNG SCHOLARS	74/419,942	09/26/1995	1,922,894
34.	COLLEGE & CAREER READINESS & Design (color)	85/065,613	05/08/2012	4,139,668
35.	COLLEGE & CAREER READINESS INVENTORY	85/166,804	04/03/2012	4,123,212
36.	Compass Logo	85/633,706	10/09/2012	4,222,054
37.	COMPUSCAN	72/306,727	09/09/1969	876,561
38.	CONTENT ESSENTIALS	77/348,997	03/02/2010	3,755,241
39.	CORRECTIVE READING	77/603,738	08/25/2009	3,674,764
40.	CP CREATIVE PUBLICATIONS and Design	74/285,653	06/22/1993	1,777,833
41.	CP CREATIVE PUBLICATIONS and Design	75/943,519	07/17/2001	2,469,382
42.	CP Design	74/283,891	06/22/1993	1,778,191
43.	CREATIVE PUBLICATIONS	76/036,130	10/23/2001	2,499,943
44.	CREATIVE PUBLICATIONS	74/280,810	09/21/1993	1,793,460
45.	CREATIVE PUBLICATIONS (Stylized)	73/664,197	02/09/1988	1,475,902
46.	CRECIENDO CON MATEMATICAS	74/642,940	02/04/1997	2,036,095
47.	CTB	76/438,720	06/10/2003	2,723,978
48.	CTB	76/438,719	07/15/2003	2,736,345
49.	CTB	76/438,718	06/10/2003	2723,977
50.	CTB Winking Cat Design ("Winky")	74/275,023	11/02/1993	1,802,050
51.	CTBS	72/298,664	12/24/1968	862,440
52.	CURRICULUM BUILDER	74/651,750	02/13/1996	1,956,340
53.	DAILY TUNE-UPS	74/654,349	02/20/1996	1,957,884
54.	DISCOVERING OUR PAST	78/576,271	10/31/2006	3,166,467
55.	DLM	73/373,175	01/17/1984	1,264,047
56.	DLM Logo	72/303,562	07/29/1969	873,742
57.	DYNAMIC GEOMETRY	74/581,950	09/03/1996	1,997,870
58.	DYNAMIC STATISTICS	76/087,948	06/03/2003	2,720,358
59.	Elephant Design	77/602,237	05/12/2009	3,619,375
60.	EMERGENT EARLY FLUENCY FLUENCY & Diamond Design	75/547,101	10/05/1999	2,283,291
61.	EMERGENT EARLY FLUENCY FLUENCY & Student Design	75/547,100	10/05/1999	2,283,290
62.	EMERGENT EARLY FLUENCY	75/545,724	10/05/1999	2,283,272

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
	FLUENCY TWG & Design			
63.	ESTUDIO (color)	77/658,136	12/07/2010	3,886,985
64.	ESTUDIO (Stylized – Black and White)	77/617,321	02/01/2011	3,914,775
65.	EVERYDAY MATHEMATICS	78/865,026	02/13/2007	3,208,846
66.	EVERYDAY MATHEMATICS	74/628,371	12/26/1995	1,944,182
67.	EVERYDAY MATHEMATICS	85/332,052	07/03/2012	4,166,730
68.	EXPLORE MORE	78/350,721	01/22/2008	3,373,756
69.	EXPRESSIONS	77/389,009	05/05/2009	3,617,091
70.	FATHOM	76/326,993	07/07/2009	3,649,100
71.	FATHOM DYNAMIC STATISTICS	76/088,399	12/18/2007	3,354,693
72.	FLUENCY FIRST	78/350,465	08/22/2006	3,133,785
73.	FLUENCY FIRST	78/350,456	04/03/2007	3,225,526
74.	FOLDABLES	78/728,048	02/20/2007	3,210,602
75.	FOUNDATIONS	75/976,757	05/19/1998	2,159,747
76.	FOUNDATIONS & Design	75/128,356	12/02/1997	2,117,565
77.	FOX IN A BOX	76/039,057	06/19/2001	2,461,567
78.	FOX IN A BOX Design	76/144,814	02/19/2002	2,539,830
79.	FRACTION FACTORY	74/283,893	03/23/1993	1,759,618
80.	FRAMEWORK FOR EFFECTIVE TEACHING	74/419,935	01/24/1995	1,876,158
81.	FRIGHT WRITE (Stylized)	75/253,394	01/13/1998	2,129,091
82.	FRIGHTWRITE	77/257,079	08/26/2008	3,491,522
83.	GEAR UP!	77/022,518	06/12/2007	3,250,350
84.	GEAR UP! and Design	77/239,588	08/26/2008	3,491,425
85.	GLENCOE	74/595,859	11/14/1995	1,935,330
86.	GLENCOE	74/592,483	10/24/1995	1,929,836
87.	GLENCOE VISUAL SHOWCASE	77/833,700	06/29/2010	3,809,784
88.	GLENCOE WRITER'S WORKSPACE	77/937,906	05/22/2012	4,147,082
89.	GRAPHING CALCULATOR EASY FILES	78/858,176	09/25/2007	3,299,906
90.	GROUNDWORKS	75/637,173	01/30/2001	2,425,695
91.	GROW NETWORK	76/096,487	09/28/2004	2,889,497
92.	GROW REPORTS	76/183,844	03/23/2004	2,825,585
93.	GROWING WITH MATHEMATICS	77/164,096	05/26/2009	3,625,159
94.	GROWING WITH MATHEMATICS	74/642,303	02/04/1997	2,036,092
95.	HOME LINKS	74/214,777	05/10/1994	1,835,404
96.	HOT TEXT	77/834,573	05/10/2011	3,958,750
97.	ICHECK	77/147,437	03/24/2009	3,595,439

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
98.	ICHECK EXPRESS	77/147,432	03/24/2009	3,595,438
99.	I-KNOW	76/299,828	06/24/2003	2,730,224
100.	IM and Design	75/193,606	03/24/1998	2,145,982
101.	IMPACT MATHEMATICS	77/206,521	09/01/2009	3,677,021
102.	IN THE SPOTLIGHT	78/853,712	09/25/2007	3,299,894
103.	INCLASS READER	78/831,215	04/17/2007	3,231,929
104.	INSTANT SCIENCE	85/186,892	07/10/2012	4,172,403
105.	JAMESTOWN READING NAVIGATOR	77/550,591	12/15/2009	3,724,379
106.	KEY CURRICULUM PRESS	75/676,175	11/21/2000	2,405,402
107.	KEY TO...	74/732,422	03/11/1997	2,042,908
108.	KEYS TO SPELLING MASTERY	73/280,299	06/28/1983	1,243,545
109.	KINDERVENTURES	74/317,497	06/21/1994	1,841,230
110.	LANGUAGE ASSESSMENT SYSTEM	78/678,070	07/10/2007	3,263,540
111.	LAS	73/827,412	05/15/1990	1,596,392
112.	LAS LINKS	78/793,851	06/23/2009	3,645,011
113.	LAS LINKS & Design	78/853,690	06/30/2009	3,648,905
114.	LAS LINKS ONLINE	85/365,611	08/28/2012	4,199,809
115.	LAS LINKS ONLINE & Design	85/368,445	08/28/2012	4,199,820
116.	LASSCORE	75/276,256	05/26/1998	2,160,351
117.	LEAD21	77/714,152	05/10/2011	3,958,413
118.	LITERACY LAUNCHER	78/031,061	03/04/2003	2,694,127
119.	MACMILLAN/MCGRAW-HILL SONGS FROM A TO Z	76/343,897	07/15/2003	2,738,522
120.	MATEMATICAS DIARIAS	78/351,797	07/19/2005	2,970,223
121.	MATH IN MY WORLD	75/277,026	07/14/1998	2,174,009
122.	MATH TRIUMPHS	77/240,401	04/21/2009	3,609,456
123.	MATHEMATICS, YES!	78/350,556	01/04/2005	2,916,526
124.	MATHEMATICS, YES!	78/350,583	08/02/2005	2,980,920
125.	MATHLAND	74/212,725	10/11/1994	1,858,156
126.	MATHSCAPE	75/088,504	10/14/1997	2,105,936
127.	MATHTALES	74/265,647	11/02/1993	1,802,701
128.	MCGRAW-HILL NETWORKS	85/091,316	10/30/2012	4,234,467
129.	MCGRAW-HILL READING WONDERS	85/354,055	09/18/2012	4,211,208
130.	MCGRAW-HILL SCIENCE NEWSROOM	75/659,813	01/23/2001	2,424,004
131.	MCGRAW-HILL WORKFORCE	85/488,127	12/11/12	4,259,039

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
	CONNECTS			
132.	MIDDLE SCHOOL MATH WITH PIZAZZ	74/698,364	01/27/1998	2,131,605
133.	MINDJOGGER	74/508,552	12/12/1995	1,941,713
134.	MINUTE MATH	74/219,276	05/11/1993	1,770,002
135.	MONEY GAME	72/430,127	07/17/1973	964,084
136.	Mrs. Wish-Washy Design	75/613,523	01/16/2001	2,420,549
137.	MYGUIDE	77/132,988	09/23/2008	3,503,591
138.	NOTEABLES	78/576,261	03/31/2009	3,598,495
139.	NUMBER WORLDS	78/627,961	12/26/2006	3,190,1119
140.	OC Design	73/310,773	02/08/1983	1,226,622
141.	OPEN COURT	73/310,774	02/01/1983	1,225,940
142.	OPTICAL DATA CORPORATION	74/339,232	06/07/1994	1,838,586
143.	OPTICAL DATA CORPORATION & Design	74/343,790	01/31/1995	1,876,377
144.	PALMER METHOD	73/094,679	09/12/1978	1,102,101
145.	PALMER METHOD	73/439,149	03/26/1985	1,326,882
146.	PAWS	75/147,900	08/11/1998	2,179,902
147.	PAWS (Paw Print Design)	75/157,032	10/20/1998	2,196,963
148.	PAWS (Walking Paws Design)	75/153,989	11/17/1998	2,203,480
149.	PAWS & Paw Print Design	75/147,901	02/16/1999	2,223,525
150.	PAWS (Cat Face Design)	75/182,723	06/09/1998	2,163,333
151.	PAWS PRESENTS	75/155,238	06/09/1998	2,163,258
152.	PICTURE WHAT HE CAN BECOME	85/020,327	12/14/2010	3,889,711
153.	PICTURE WHAT SHE CAN BECOME	85/020,389	12/14/2010	3,889,715
154.	PICTURE WHAT THEY CAN BECOME	85/019,517	12/14/2010	3,889,664
155.	PIZAZZ	74/705,321	06/25/1996	1,982,609
156.	PLANET TURTLE	77/818,313	04/13/2010	3,774,738
157.	PLANET TURTLE & Design	77/818,387	04/20/2010	3,777,520
158.	POWER BUILDER	74/650,457	02/06/1996	1,954,955
159.	PRELAS OBSERVATIONAL ASSESSMENT	85/365,555	09/18/2012	4,211,282
160.	PUDDLE QUESTIONS	74/654,445	02/20/1996	1,957,886
161.	QUICKPASS	77/300,572	05/11/2010	3,787,830
162.	RAVENCOURT BOOKS	78/457,237	09/13/2005	2,995,292
163.	Ravencourt Books Logo	77/239,458	08/19/2008	3,487,396
164.	READING LABORATORY	72/106,944	05/29/1962	732,171

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
165.	READING MASTERY	77/605,863	11/10/2009	3,707,810
166.	READING MASTERY	77/629,940	11/16/2010	3,877,473
167.	READING TRIUMPHS	78/787,740	06/30/2009	3,648,883
168.	READY-ACCESS MATH	77/329,409	04/28/2009	3,613,296
169.	REPORTMATE	74/584,592	09/26/1995	1,921,784
170.	SABE	74/266,917	11/23/1993	1,806,030
171.	SCIENCE A CLOSER LOOK	77/319,091	09/30/2008	3,507,531
172.	SCOREZE (Stylized)	72/055,569	10/13/1959	686,652
173.	SCOREZE (Stylized)	71/599,691	05/05/1953	574,112
174.	SERIES E Stylized	73/286,295	10/05/01982	1,211,494
175.	SERIES R Stylized	73/188,803	12/28/1982	1,221,603
176.	SIGNATURE SUMMER	78/604,090	01/23/2007	3,202,781
177.	SKETCHPAD	77/279,192	06/08/2010	3,798,004
178.	SKETCHPAD LESSONLINK	77/334,751	05/17/2011	3,962,096
179.	SKILL POWER	75/167,718	06/30/1998	2,170,211
180.	SKILLMASTERS	73/432,724	06/19/1984	1,282,463
181.	SKILLS LINK	75/648,685	07/18/2000	2,368,057
182.	SKILLWRITER	78/790,415	11/28/2006	3,176,958
183.	SMART STRANDS	75/587,950	12/07/1999	2,298,217
184.	SRA	72/107,593	02/20/1962	727,724
185.	SRA ;IMAGINALO!	85/037,459	07/24/2012	4,177,712
186.	SRA ;IMAGINALO! & Design (color)	85/038,030	07/24/2012	4,177,714
187.	SRA and Block Design	74/583,592	01/16/1996	1,948,434
188.	SRA and Block Design	74/609,063	04/01/1997	2,049,590
189.	SRA and Block Design	74/638,909	12/26/1995	1,944,334
190.	SRA IMAGINE IT!	85/037,862	07/24/2012	4,177,713
191.	SRA IMAGINE IT! & Design (color)	85/037,372	07/24/2012	4,177,711
192.	STORY VINE	76/011,754	01/22/2002	2,531,434
193.	STORY VINE Stylized	76/016,616	01/22/2002	2,531,451
194.	STUDENTWORKS	78/805,855	07/17/2007	3,264,463
195.	STUDY CENTRAL	78/585,648	10/16/2007	3,313,597
196.	STUDY LINKS	74/647,771	01/14/1997	2,030,938
197.	STUDY LINKS	75/158,134	03/03/1998	2,141,532
198.	SUNSHINE and Design	74/725,649	06/02/1998	2,162,380
199.	SUNSHINE and Sun Design	74/725,648	04/29/1997	2,058,280
200.	SUNSHINE AT HOME	74/329,747	06/14/1994	1,839,950
201.	SUPERA (Super)	75/208,544	03/17/1998	2,145,512
202.	TABE	74/450,944	10/18/1994	1,858,578

U.S. Federal Trademark Registrations				
	Trademark	Application Number	Registration Date	Registration Number
203.	TABE and Design	78/404,714	12/12/2006	3,184,449
204.	TABE and Design	78/350,495	09/13/2005	2,994,430
205.	TABE-PC	74/450,802	10/11/1994	1,857,569
206.	TAKING SIDES	73/385,606	01/17/1984	1,264,198
207.	TCS	75/426,234	12/01/1998	2,207,329
208.	TEACHERLINK	74/368,803	11/02/1993	1,802,099
209.	TEACHERWORKS	78/766,800	10/17/2006	3,158,638
210.	TEAM TOOLS FOR EARLY ASSESSMENT IN MATH	77/957,389	01/04/2011	3,902,034
211.	TERRANOVA & Design	75/043,468	08/26/1997	2,092,077
212.	TESTMATE	73/695,686	06/13/1989	1,543,323
213.	TESTMATE CLARITY	75/443,983	05/18/1999	2,245,920
214.	THE BOOK BANK	74/143,745	10/06/1992	1,721,815
215.	THE GEOMETER'S SKETCHPAD	77/279,185	11/04/2008	3,526,489
216.	THE GEOMETER'S SKETCHPAD	74/731,316	09/09/1997	2,094,130
217.	THE KEY TO TRACKER AND DESIGN	77/480,606	07/07/2009	3,649,643
218.	THE SONG BOX	74/042,166	09/10/1991	1,656,805
219.	THE SONG BOX	74/732,860	09/08/1998	2,188,066
220.	THE STORY BASKET	74/297,229	06/21/1994	1,841,322
221.	THE STORY BOX	75/696,082	11/27/2001	2,511,481
222.	THE STORY BOX	73/654,089	05/10/1988	1,487,532
223.	THE STORY BOX Logo (Student w/book Design)	74/070,262	06/11/1991	1,647,429
224.	THE WRIGHT GROUP	74/156,214	05/12/1992	1,686,389
225.	THE WRIGHT GROUP (Stylized)	74/735,085	04/06/1999	2,236,974
226.	THINKING STORY	73/428,120	06/12/1984	1,281,529
227.	THUMBPRINT Design	75/706,088	04/25/2000	2,345,331
228.	TOTALLY AWESOME	74/618,829	12/12/1995	1,941,104
229.	TREASURES	77/366,698	09/30/2008	3,507,673
230.	TREASURES & Bookmark Design	77/215,784	01/06/2009	3,555,939
231.	TREASURES & Clock Face Design	77/215,814	01/06/2009	3,555,940
232.	TWIG	74/042,165	07/30/1991	1,652,750
233.	TWIG BOOKS and Design	74/144,029	03/17/1992	1,679,370
234.	WANDEROOS	74/373,706	06/07/1994	1,839,053
235.	WANDEROOS	74/373,707	05/02/1995	1,892,589
236.	WINDOWS ON MATH	74/609,659	10/31/1995	1,931,759
237.	WONDER WORLD & Design	74/590,777	05/28/1996	1,975,917

U.S. Federal Trademark Registrations

	Trademark	Application Number	Registration Date	Registration Number
238.	WOODLAND (Mysteries Design)	75/321,158	02/16/1999	2,223,777
239.	WOODLAND MYSTERIES	75/503,266	07/06/1999	2,259,529
240.	WORDS TO LEARN BY	85/091,368	08/23/2011	4,017,017
241.	WRIGHT GROUP LEAD21	77/709,468	11/16/2010	3,877,608
242.	WRIGHT GROUP LEAD21 & Design (color)	77/714,122	08/16/2011	4,012,870