TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM430912

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Peoples Education, Inc.	FORMERLY Peoples Publishing Group, Inc.	05/25/2017	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Celtic Capital Corporation
Street Address:	23622 Calabasas Road
Internal Address:	Suite 323
City:	Calabasas
State/Country:	CALIFORNIA
Postal Code:	91302
Entity Type:	Corporation: CALIFORNIA

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Registration Number:	2691167	MEASURING UP
Registration Number:	2917235	BUILDING STAMINA
Registration Number:	3000677	MEASURING UP
Registration Number:	2979498	PERSONAL PRESCRIPTIVE PATH
Registration Number:	3079422	MEASURING UP
Registration Number:	3111886	LITTLE BOOKS OF BIG IDEAS
Registration Number:	3111913	P3
Registration Number:	3424356	PEOPLES EDUCATION
Registration Number:	3373035	WORD EXPLORER
Registration Number:	3552116	YOUR PARTNER IN STUDENT SUCCESS
Registration Number:	3383506	QUICKTEST
Registration Number:	3641124	MEASURING UP EXPRESS
Registration Number:	3699404	MEASURING UP EXPRESS
Registration Number:	4030864	PRACTICE PATH
Registration Number:	4238750	MEASURING UP INSIGHT
Registration Number:	4238751	MEASURING UP LIVE
Registration Number:	4238752	MEASURING UP MYQUEST
Registration Number:	4515294	MEASURING UP INSIGHT

OP $1140.00 2691167

Property Type	Number	Word Mark
Registration Number:	4408006	MEASURING UP LIVE
Registration Number:	4363440	MEASURING UP MYQUEST
Registration Number:	5129687	MASTERY EDUCATION
Registration Number:	5023518	MASTERY EDUCATION
Registration Number:	5023521	MASTERY EDUCATION
Registration Number:	5023517	MASTERY EDUCATION
Registration Number:	5023516	ME
Registration Number:	5023515	ME
Registration Number:	5023514	ME
Registration Number:	5125055	ME EASURING UP EXPRESS
Registration Number:	5125054	ME EASURING UP EXPRESS
Registration Number:	5125053	ME EASURING UP EXPRESS
Registration Number:	5125060	ME EASURING UP INSIGHT
Registration Number:	5129684	ME EASURING UP INSIGHT
Registration Number:	5125058	ME EASURING UP LIVE
Registration Number:	5196128	ME EASURING UP LIVE
Registration Number:	5125056	ME EASURING UP
Registration Number:	5125057	ME EASURING UP
Registration Number:	5129683	ME EASURING UP MYQUEST
Registration Number:	5125059	ME EASURING UP MYQUEST
Registration Number:	5129685	ME EASURING UP REACH
Registration Number:	5125061	ME EASURING UP REACH
Registration Number:	5129686	ME MASTERYEDUCATION.COM
Registration Number:	5023519	ME MASTERYEDUCATION.COM
Serial Number:	86609801	MASTERY EDUCATION
Serial Number:	86609719	MASTERY EDUCATION
Serial Number:	86609728	ME MASTERYEDUCATION.COM

CORRESPONDENCE DATA

Fax Number: 8004947512

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 800-494-5225

Email: ipteam@cogencyglobal.com

Correspondent Name: Stewart Walsh

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: Cogency Global Inc.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	Peoples

NAME OF SUBMITTER:	Mark Hafner
SIGNATURE:	/Mark Hafner/
DATE SIGNED:	06/12/2017

Total Attachments: 42

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (this "Agreement") is made as of this 25th day of May, 2017 by and among **PEOPLES EDUCATION, INC., a Delaware corporation, fka The Peoples Publishing Group, Inc.** ("Peoples Education"), and **PEOPLES EDUCATIONAL HOLDINGS, INC., a Delaware corporation** ("Peoples Holdings"; and together with Peoples Education, individually and collectively "Pledgor"), on the one hand, and **CELTIC CAPITAL CORPORATION** ("Secured Party"), a California corporation, on the other hand.

RECITALS

A. Secured Party has agreed to lend to Peoples Education certain funds (the "Loan"), and Peoples Education desires to borrow such funds from Secured Party, which Loan will be secured in part pursuant to the terms of a Loan and Security Agreement executed or to be executed in connection herewith (as amended, the "Loan Agreement").

B. In order to induce Secured Party to make the Loan, Peoples Holdings has agreed to guaranty the Peoples Educations' indebtedness under the Loan Agreement and to grant a security interest in certain intangible property to Secured Party for purposes of securing the obligations of Pledgor to Secured Party under its guaranty.

AGREEMENT

NOW, THEREFORE, the parties hereto agree as follows:

1. Patent Mortgage and Grant of Security Interest. As collateral security for the prompt and complete payment and performance of all of Pledgor's present or future indebtedness, obligation and liabilities to Secured Party, Pledgor hereby transfers, conveys and grants a mortgage to Secured Party, as security, Pledgor's entire right, title and interest in, to and under the following (all of which shall collectively be called the "Collateral"):

a. Any and all copyright rights, copyright application, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held, including without limitation those set forth on Exhibit A attached hereto (collectively, the "Copyrights");

b. Any and all trade secrets, and any and all intellectual property rights in computer software and computer software products now or hereafter existing, created, or acquired or held;

c. Any and all design rights which may be available to Pledgor now or hereafter existing, created, acquired or held;

d. All patents, patent applications and like protections including, without limitation, improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same, including without limitation the patents and patent applications set forth on Exhibit B attached hereto (collectively, the "Patents");

e. Any trademark and service mark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Pledgor connected with and symbolized by such trademarks, including without limitation those set forth on Exhibit C attached hereto (collectively, the "Trademarks").

f. Any and all claims for damages by way of past, present and future infringement of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

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g. All licenses or other rights to use any of the Copyrights, Patents or Trademarks, and all license fees and royalties arising from such use; and

h. All proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

2. Authorization and Request. Pledgor authorizes and requests that the Register of Copyrights and the Commissioner of Patents and Trademarks record this Agreement.

3. Covenants and Warranties. Pledgor represents, warrants, covenants and agrees as follows:

a. Pledgor is now the sole owner of the Collateral, except for non-exclusive licenses granted by Pledgor to its customers in the ordinary course of business and except for liens, encumbrances or security interests described in **Exhibit D** attached hereto;

b. Performance of this Agreement does not conflict with or result in a breach of any agreement to which Pledgor is party or by which Pledgor is bound;

c. During the term of this Agreement, Pledgor will not transfer or otherwise encumber any interest in the Collateral, except for non-exclusive licenses granted by Pledgor, copies of which Pledgor will provide from time to time to Secured Party at the request of Secured Party;

d. Each of the Patents is valid and enforceable, and no part of the Collateral has been judged invalid or unenforceable, in whole or in part, and no claim has been made that any part of the Collateral violates the rights of any third party;

e. Pledgor shall promptly advise Secured Party of any material change in the composition of the Collateral, including but not limited to any subsequent ownership right of the Pledgor in or to any Trademark, Patent or Copyright not specified in this Agreement;

f. Pledgor shall (i.) protect, defend and maintain the validity and enforceability of the Trademarks, Patents and Copyrights, (ii.) use commercially reasonable efforts to detect infringements of the Trademarks, Patents and Copyrights and promptly advise Secured Party in writing of material infringements detected and (iii.) not allow any Trademarks, Patents or Copyrights to be abandoned, forfeited or dedicated to the public without the written consent of Secured Party, which shall not be unreasonably withheld;

g. Pledgor shall not register any maskworks, software, computer programs or other works of authorship subject to United States copyright protection with the United States Copyright Office without first complying with the following: (i) providing Secured Party with at least fifteen (15) days' prior written notice thereof; (ii) providing Secured Party with a copy of the application for any such registration; and (iii) executing and filing such other instruments, and taking such further actions as Secured Party may reasonably request from time to time to perfect or continue the perfection of Secured Party's interest in the Collateral, including without limitation the filing with the United States Copyright Office, simultaneously with the filing by Pledgor of the application for any such registration, of a copy of this Agreement or a Supplement hereto in form acceptable to Secured Party identifying the maskworks, software, computer programs or other works of authorship being registered and confirming the grant of a security interest therein in favor of Secured Party;

h. This Agreement creates, and in the case of after acquired Collateral, this Agreement will create at the time Pledgor first has rights in such after acquired Collateral, in favor of Secured Party a valid and perfected first priority security interest in the Collateral in the United States securing the payment and performance of the obligations evidenced by the Loan Agreement upon making the filings referred to in clause 3.i below;

i. Except for, and upon, the filing with the United States Patent and Trademark Office with respect to the Patents and Trademarks and the filing with the United States Copyright Office with respect to Copyrights, necessary to perfect the security interests created hereunder, and, except as has been already made or

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obtained, no authorization, approval or other action by, and no notice to or filing with, any governmental authority or regulatory body is required either (i.) for the grant by Pledgor of the security interest granted hereby or for the execution, delivery or performance of this Agreement or by Pledgor; or (ii.) for the perfection in the United States or the exercise by Secured Party of its rights and remedies hereunder;

j. All information heretofore, herein or hereafter supplied to Secured Party by or on behalf of Pledgor with respect to the Collateral is accurate and complete in all material respects;

k. Pledgor shall not enter into any agreement that would materially impair or conflict with Pledgor's obligations hereunder without Secured Party's prior written consent. Pledgor shall not permit the inclusion in any contract to which it becomes a party of any provisions that could or might in any way impair or prevent the creation of a security interest in Pledgor's rights and interests in any property included within the definition of the Collateral acquired under such contracts; and

l. Upon any officer of Pledgor obtaining knowledge thereof, Pledgor will promptly notify Secured Party in writing of any event that materially adversely affects the value of any of the Collateral, the ability of Pledgor or Secured Party to dispose of any of the Collateral or the rights and remedies of Secured Party in relation thereto, including the levy of any legal process against any of the Collateral.

4. Secured Party's Rights. Secured Party shall have the right, but not the obligation, to take, at Pledgor's sole expense, any actions that Pledgor is required under this Agreement to take but which Pledgor fails to take, after five (5) days' written notice to Pledgor. Pledgor shall reimburse and indemnify Secured Party for all costs and expenses incurred in the reasonable exercise of its rights under this section 4.

5. Inspection Rights. Pledgor hereby grants to Secured Party and its employees, representatives and agents the right to visit, during reasonable hours upon prior reasonable notice to Pledgor, any of Pledgor's plants and facilities that manufacture, install or store products (or that have done so during the prior six-month period) that are sold under any of the Collateral, and to inspect the products and quality control records relating thereto upon reasonable notice to Pledgor and as often as may be reasonably requested; provided, however, nothing herein shall entitle Secured Party to access to Pledgor's trade secrets and other proprietary information.

6. Further Assurances; Attorney in Fact.

a. On a continuing basis, Pledgor will, subject to any prior licenses, encumbrances and restrictions and prospective licenses, make, execute, acknowledge and deliver, and file and record in the proper filing and recording places in the United States, all such instruments, including, appropriate financing and continuation statements and collateral agreements and filings with the United States Patent and Trademark Office and United States Copyright Office, and take all such action as may reasonably be deemed necessary or advisable, or as requested by Secured Party to carry out the intent and purposes of this Agreement, or for assuring and confirming to Secured Party the grant or perfection of a security interest in all Patents.

b. Pledgor hereby irrevocably appoints Secured Party as Pledgor's attorney-in-fact, with full authority in the place and stead of Pledgor and in the name of Pledgor, Secured Party or otherwise, from time to time in Secured Party's discretion, to take any action and to execute any instrument which Secured Party may deem necessary or advisable to accomplish the purposes of this Agreement, including:

i. To modify in its sole discretion this Agreement without first obtaining Pledgor's approval of or signature to such modification by amending **Exhibit A**, **Exhibit B** and **Exhibit C** thereof, to include reference to any right title or interest in any copyrights, patents, or trademarks acquired by Pledgor after the execution hereof or to delete any reference to any right, title, interest in any copyrights, patents, or trademarks in which Pledgor no longer has or claims any right, title or interest; and,

ii. To file, in its sole discretion, one or more UCC financing or continuation statements and amendments thereto, relative to any of the Collateral without the signature of Pledgor where permitted by law.

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7. Events of Default. The occurrence of any of the following shall constitute an Event of Default under this Agreement:

a. An Event of Default occurs under the Loan Agreement or any other agreement between Pledgor and Secured Party including under Peoples Holdings' guaranty; or

b. Pledgor breaches any warranty or agreement made by Pledgor in this Agreement, and such breach, if curable, is not cured within ten (10) business days of its occurrence.

8. Remedies. Upon the occurrence of an Event of Default, Secured Party shall have the right to exercise all the remedies of a secured party under the California Uniform Commercial Code, including without limitation the right to require Pledgor to assemble the Collateral and to make it available to Secured Party at a place designated by Secured Party. Pledgor will pay any expenses (including attorneys' fees) incurred by Secured Party in connection with the exercise of any of Secured Party's rights hereunder, including without limitation any expense incurred in disposing of the Collateral. All of Secured Party's rights and remedies with respect to the Collateral shall be cumulative.

9. Indemnity. Pledgor agrees to defend, indemnify and hold harmless Secured Party and its officers, employees, and agents against: (a.) all obligations, demands, claims, and liabilities claimed or asserted by any other party in connection with the transactions contemplated by this Agreement, and (b.) all losses or expenses in any way suffered, incurred, or paid by Secured Party as a result of or in any way arising out of, following or consequential to transactions between Secured Party and Pledgor, under this Agreement (including, without limitation, attorneys' fees and expenses), except for losses arising from or out of Secured Party's gross negligence or willful misconduct.

10. Release. At such time as Pledgor shall completely satisfy all of the obligations secured hereunder, Secured Party shall execute and deliver to Pledgor all deeds, releases and other instruments as may be necessary or proper to revest in Pledgor full title to the property granted hereunder, subject to any disposition thereof which may have been made by Secured Party pursuant hereto.

11. Course of Dealing. No course of dealing, nor any failure to exercise, nor any delay in exercising any right, power or privilege hereunder shall operate as a waiver thereof.

12. Successors and Assigns. This Agreement shall bind and inure to the benefit of the respective successors and assigns of each of the parties; provided, however, that Pledgor may not assign this Agreement or any rights or duties hereunder without Secured Party's prior written consent, and any prohibited assignment shall be absolutely void.

13. Attorneys' Fees. If any action relating to this Agreement is brought by either party hereto against the other party, the prevailing party shall be entitled to recover reasonable attorneys' fees, costs, and disbursements.

14. Integration; Amendments. This is an integrated Agreement and supersedes all prior agreements or negotiations regarding the subject matter hereof. This Agreement may be amended only by a written instrument signed by both parties hereto.

15. Counterparts; Electronic Signatures. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument. This Agreement or a signed signature page thereto (intended to be attached to a copy of this Agreement) transmitted by facsimile machine, telecopier, or other electronic means (including via transmittal of a "pdf" file) shall be deemed and treated as an original document and an original signature.

16. California Law and Jurisdiction. This Agreement shall be governed by the laws of the State of California, without regard for choice of law provisions. Pledgor and Secured Party consent to the non-exclusive jurisdiction of any state or federal court located in Santa Clara County, California.

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17. Jury Trial Waiver; Reference Proceeding. TO THE FULLEST EXTENT PERMITTED BY LAW, EACH PARTY HERETO WAIVES TRIAL BY JURY IN ANY ACTION, PROCEEDING OR COUNTERCLAIM BROUGHT BY OR ON BEHALF OF A PARTY UNDER THIS AGREEMENT. WITHOUT INTENDING IN ANY WAY TO LIMIT THE PARTIES' AGREEMENT TO WAIVE THEIR RESPECTIVE RIGHTS TO A TRIAL BY JURY, if the above waiver of the right to a trial by jury is not enforceable, the parties hereto agree that any and all disputes or controversies of any nature between them arising at any time shall be decided by a reference to a private judge, mutually selected by the parties (or, if they cannot agree, by the Presiding Judge of the Santa Clara County, California Superior Court) appointed in accordance with California Code of Civil Procedure §638 as such section may be amended and/or re-numbered from time to time (or pursuant to comparable provisions of federal law if the dispute falls within the exclusive jurisdiction of the federal courts), sitting without a jury, in Santa Clara County, California; and the parties hereby submit to the jurisdiction of such court. The reference proceeding shall be conducted pursuant to and in accordance with the provisions of California Code of Civil Procedure §§638 through 645.1 inclusive, as such sections may be amended and/or re-numbered from time to time. No provision of this Section shall limit the right of any party (a) to exercise self-help remedies (including setoff), (b) to foreclose against or sell any collateral, by power of sale or otherwise, or (c) to obtain or oppose provisional or ancillary remedies from a court of competent jurisdiction before, after or during the pendency of a reference. The exercise of, or opposition to, any such remedy does not waive the right of any party to reference pursuant to this Section. In the event of any challenge to the legality or enforceability of this Section, the prevailing party shall be entitled to recover the costs and expenses, including reasonable attorneys' fees, incurred by it in connection therewith.

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TRADEMARK
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IN WITNESS WHEREOF, the parties hereto have executed this Intellectual Property Security Agreement on the day and year first above written.

Address of Pledgor:

299 Market Street, Suite 240
Saddle Brook, NJ 07663

PLEDGOR:

PEOPLES EDUCATION, INC.,
a Delaware corporation

By: Joel S. Dryer
Its: Chief Executive Officer

299 Market Street, Suite 240
Saddle Brook, NJ 07663

PEOPLES EDUCATIONAL HOLDINGS, INC.,
a Delaware corporation

By: Joel S. Dryer
Its: Chief Executive Officer

Address of Secured Party:

23622 Calabasas Road, Suite 323
Calabasas, California 91302

SECURED PARTY:

CELTIC CAPITAL CORPORATION,
a California corporation

By: Mark Hattori
Its: President & CEO

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EXHIBIT "A"

COPYRIGHTS

All present and future registered and unregistered copyrights, including but not limited to the following:

Description of Copyright	Registration Number
Measuring Up to the Florida Sunshine State Standards Writing Level D Student Edition.	TX0007777907
Measuring Up to the Florida Sunshine State Standards Writing Level H Student Edition.	TX0007777903
9781589843608 Measuring Up to the New York Science Level H Student Edition.	TX0008043100
9781589843608 Measuring Up to the NY State Learning Standards Science Level H Student Edition.	TX0007754926
Using geography--Asia answer key & 366 other titles.	V3491D415
Measuring Up to the NJ Core Curriculum Content Standards Language Arts Literacy Grade 3 Student Edition.	TX0007758353
9781413821741 Measuring Up to the California Content Standards Mathematics Level G Student Edition.	TX0007761715
9781413821789 Measuring Up to the California Content Standards Mathematics Early Preparation Student Edition.	TX0007761731
9781413821802 Measuring Up to the California Content Standards Mathematics Exit Level Student Edition.	TX0007761719
9781413821840 Measuring Up to the California Content Standards ELA Level G Student Edition.	TX0007731654
9781413821864 Measuring Up to the California Content Standards ELA Level H Student Edition.	TX0007731650
9781413821888 Measuring Up to the California Content Standards ELA Early Preparation Student Edition.	TX0007731608
Measuring Up to the Georgia Performance Standards English Language Arts Level E Student Edition.	TX0007760383
Step Up to Success On the PSSA and Other Reading Tests Pennsylvania Reading Level E.	TX0007281373
141382434X Building Stamina National Reading Grade 3 Student Edition.	TX0007799298
9781413804584 Measuring Up to the TX TEKS and Success Strategies for the TAKS Level J.	TX0007789263
9781413804607 Measuring Up to the TX TEKS and Success Strategies for the TAKS Exit Level.	TX0007789261
9781413805567 Measuring Up to the Virginia Standards of Learning Reading Level D Student Edition.	TX0007744475
9781413811254 Measuring Up to the NJ Core Curriculum Content Standards Language Arts Literacy Grade 5 Student Edition.	TX0007761108
9781413818505 Measuring Up to the California Content Standards ELA Level E Student Edition.	TX0007731634
9781413821499 Measuring Up to the Virginia Standards of Learning Science Level E Student Edition.	TX0007744456
9781413821727 Measuring Up to the California Content Standards Mathematics Level F Student Edition.	TX0007761694
9781413821826 Measuring Up to the California Content Standards ELA Level F Student Edition.	TX0007731624
9781413821901 Measuring Up to the California Content Standards ELA Exit Level Student Edition.	TX0007731642
9781413824353 Building Stamina National Reading Grade 4 Student Edition.	TX0007799295
9781413824360 Building Stamina National Reading Grade 5 Student Edition.	TX0007799309

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9781413824384 Building Stamina National Reading Grade 7 Student Edition.	TX0007799305
9781413824391 Building Stamina National Reading Grade 8 Student Edition.	TX0007799308
9781413827668 Understanding Author's Purpose TX Reading Level D Student Edition.	TX0007779619
9781562565329 Measuring Up to the Ohio Academic Content Standards Mathematics Level C Student Edition.	TX0007725847
Building Stamina National Mathematics Grade 3 Student Edition.	TX0007758966
Building Stamina National Mathematics Grade 4 Student Edition.	TX0007758972
Building Stamina National Mathematics Grade 5 Student Edition.	TX0007758998
Building Stamina National Mathematics Grade 6 Student Edition.	TX0007758862
Building Stamina National Mathematics Grade 7 Student Edition.	TX0007758939
Building Stamina National Mathematics Grade 8 Student Edition.	TX0007758952
Count on it! Mathematics problem solving, level C.	TX0006612939
Count on it! Mathematics problem solving- PA-level G.	TX0006612937
Count on it! Mathematics problem solving, Virginia, level H.	TX0006612941
Keep On Reading! Comprehension Across the Curriculum Level C Student Edition.	TX0007776254
Keep On Reading! Comprehension Across the Curriculum Level D Student Edition.	TX0007776237
Keep On Reading! Comprehension Across the Curriculum Level E Student Edition.	TX0007776225
Little Books of Big Ideas Calculus Calculus in Space --- Leaving the Plane Student Edition.	TX0007759559
Measuring Up to the CA Content Standards ELL Companion Grade 2 Student Edition.	TX0007758865
Measuring Up to the CA Content Standards ELL Companion Grade 3 Student Edition.	TX0007758867
Measuring Up to the CA Content Standards ELL Companion Grade 4 Student Edition.	TX0007758935
Measuring Up to the CA Content Standards ELL Companion Grade 5 Student Edition.	TX0007758932
Measuring Up to the Ohio Academic Content Standards Reading Level D Student Edition 2E 9781413817270.	TX0007755840
Measuring Up to the Ohio Academic Content Standards Reading Level E Student Edition 9781413821598.	TX0007755828
Step Up to Success on Reading Tests Reading Level H.	TX0007276306
Step Up to Success on the New York State Test and Other Reading Tests New York Reading Level G.	TX0007281996
Step Up to Success on the Ohio Achievement Test & Other Reading Tests Ohio Reading Level C.	TX0007281446
Step Up to Success on the Ohio Achievement Test and Other Reading Tests OH Reading Level G.	TX0007281418
Step Up to Success on the Ohio Achievement Test and Other Reading Tests Ohio Reading Level D.	TX0007281399
Step Up to Success on the PSSA & Other Reading Tests Pennsylvania Reading Level H.	TX0007276481
Step Up to Success on the PSSA and Other Reading Tests Pennsylvania Reading Level G.	TX0007282008
Texas: level G.	TX0006578556
Word Explorer Developing a Rich Vocabulary Level C Student Edition.	TX0007776245
Word Explorer Developing a Rich Vocabulary Level D Student Edition.	TX0007776244
Word Explorer Developing a Rich Vocabulary Level E Student Edition.	TX0007776241
WORD EXPLORER DEVELOPING A RICH VOCABULARY, NJ, LEVEL F.	TX0006940963
Word explorer: developing a rich vocabulary NY level D : student edition.	TX0006600927
Word explorer: developing a rich vocabulary NY level E : 1-4138-1177-9.	TX0006601996
Word explorer: developing a rich vocabulary OH level E : 1-4138-1183-3.	TX0006601997
WORD EXPLORER: DEVELOPING A RICH VOCABULARY, TX, LEVEL G.	TX0006951199
Word Explorer: Developing a Rich Vocabulary, TX, Level H.	TX0006951212
WORLD EXPLORER - DEVELOPING A RICH VOCABULARY TX LEVEL F.	TX0006941032

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Essential literary terms : a brief Norton guide with exercises.	TX0006501653
9781413818529 Measuring Up to the California Content Standards Mathematics Level C Student Edition.	TX0007761701
9781413829983 Measuring Up to the Pennsylvania Academic Standards Reading High School Final Level Student Edition (2nd Edition)	TX0007782778
9781413835755 Measuring Up to the TX TEKS Math Level B Student Edition.	TX0008043096
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Virginia, level D.	TX0006439905
Virginia, reading level F.	TX0006439922
Word explorer : developing a rich vocabulary : level G, Texas.	TX0006450010
Word explorer : developing a rich vocabulary : level H, Texas.	TX0006450009
Word explorer, developing a rich vocabulary, New York, level C.	TX0006309907
Word explorer, developing a rich vocabulary, Ohio, level C.	TX0006451494
Word explorer, developing a rich vocabulary, Ohio, level D.	TX0006451489
Measuring up e-path.	TXu001253388
Mathematics problem solving level E.	TX0006445307
Mathematics problem solving, New York level G.	TX0006445302
Mathematics problem solving VA level G.	TX0006445304
Measuring Up to New York state learning standards and success strategies for the state test, mathematics : level F.	TX0006325136
Measuring Up to the Arizona academic content standards and success strategies for the AIMS DPA, language arts : level G.	TX0006325129
Measuring Up to the Arizona academic content standards and success strategies for the AMIS DAP, language arts : level C.	TX0006325137
Measuring up to the AZ academic content standards and success strategies for the AIMS DPA language arts : level D, grade 4.	TX0006399621
Measuring up to the AZ academic content standards and success strategies for the AIMS DPA : language arts level E : grade 5.	TX0006402172
Measuring up to the AZ academic content standards and success strategies for the AIMS DPA : language arts : level F, grade 6.	TX0006399611
Measuring Up to the CA content standards and success strategies for the CST English language arts : level F.	TX0006421419
Measuring up to the California content standards : English language arts : level B.	TX0006450007
Measuring up to the California content standards : English language arts : level C.	TX0006450006
Measuring Up to the California content,standards, English language arts : level D.	TX0006325133

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Measuring up to the California content standards : mathematics : level D.	TX0006420212
Measuring up to the Florida Sunshine State Standards and success strategies for the FCAT, mathematics, level E.	TX0006309908
Measuring up to the Florida sunshine state standards and success strategies for the FCAT, reading, level F.	TX0006451488
Measuring up to the Florida sunshine state standards and success strategies for the FCAT, reading, level G.	TX0006451493
Measuring up to the Georgia performance standards and success strategies for the CRCT mathematics : grade 3, level C.	TX0006399614
Measuring up to the Georgia performance standards and success strategies for the CRCT mathematics : level E, grade 5.	TX0006399619
Measuring up to the New Jersey core curriculum content standards and success strategies for the HSPA : language arts literacy, early preparation.	TX0006309896
Measuring Up to the New Jersey core curriculum content standards and success strategies for the NJ ASK, mathematics : level 6.	TX0006325134
Measuring Up to the New Jersey core curriculum content standards and success strategies for the NJASK, grade 6 language arts literacy.	TX0006443748
Measuring Up to the New York learning standards and success strategies for the state test, mathematics : level D.	TX0006325128
Measuring up to the New York mathematics, grade 5 SE.	TX0006633174
Measuring Up to the New York standards and success strategies for the state test, mathematics : level G.	TX0006325126
Measuring up to the Ohio academic content standards and success strategies for the Ohio Achievement Test : mathematics level D SE.	TX0006633176
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : mathematics : level C.	TX0006312447
Measuring Up to the Pennsylvania academic standards and success strategies for the PSSA reading : level C.	TX0006421413
Measuring up to the Pennsylvania academic standards : mathematics level E.	TX0006450008
Measuring up to the Texas essential knowledge and skills and success strategies for the TAKS science : level D.	TX0006312445
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS, science : level H.	TX0006325125
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS, science : level J.	TX0006325135
Measuring Up to the Texas knowledge and skills and success strategies for the TAKS, science, : level C.	TX0006325127
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment : reading, level D.	TX0006318289
Measuring Up to the Virginia standards of learning and success strategies for the Virginia SOL assessment : reading, level G.	TX0006443717
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment : science : level C.	TX0006312446
New Jersey, level D.	TX0006439907
New Jersey, reading level H.	TX0006439901
New York, reading level H.	TX0006439914
Ohio, reading level C.	TX0006439920
Ohio, reading level D.	TX0006439915
Ohio, reading level E.	TX0006439921
Ohio, reading level G.	TX0006439918
Ohio, reading level H.	TX0006439917
Pennsylvania, level C.	TX0006437116

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Pennsylvania, level D.	TX0006439908
Pennsylvania, level D.	TX0006439909
Pennsylvania, reading level D.	TX0006439911
Pennsylvania, reading level E.	TX0006439912
Pennsylvania, reading level G.	TX0006439900
Pennsylvania, reading level H.	TX0006439913
Reading level C.	TX0006445309
Reading level E.	TX0006445306
Reading, level F.	TX0006439910
Reading level G.	TX0006439919
Reading, level H.	TX0006439903
Reading level H.	TX0006439916
AP Advantage English literature : close reading and analytic writing.	TX0006443739
Calculus for AP physics C and beyond .	TX0006402238
Count on it : mathematics problem-solving : level C.	TX0006185510
Count on it : mathematics problem-solving : level C.	TX0006185511
Count on it : mathematics problem-solving : level C.	TX0006185513
Count on it : mathematics problem-solving : level C.	TX0006185514
Count on it, mathematics problem solving, New York, level D.	TX0006309897
Count on it! Mathematics problem solving NJ : level G.	TX0006344465
Count on it, mathematics problem solving, Ohio, level D.	TX0006309905
Count on it, mathematics problem solving, Pennsylvania, level D.	TX0006451491
Count on it, mathematics problem solving, Pennsylvania, level E.	TX0006451490
Count on it, mathematics problem solving, Pennsylvania, level E.	TX0006451492
Count on it : mathematics problem solving Texas : level D.	TX0006184979
Count on it, mathematics problem solving, Virginia, level C.	TX0006309906
Critical reading, level C.	TX0006296407
Critical reading : level D.	TX0006315239
Critical reading : understanding author's purpose : level C.	TX0006296312
Critical reading : understanding author's viewpoint, level D.	TX0006296404
Critical reading : understanding characters : level C.	TX0006296316
Critical reading : understanding characters : level D.	TX0006296315
Critical reading : understanding drawing conclusions : level C.	TX0006296309
Critical reading : understanding main idea and theme : level C.	TX0006296314
Critical reading : understanding main idea and theme, level D.	TX0006296401
Critical reading : understanding making inferences, level D.	TX0006296403
Critical reading : understanding plot : level C.	TX0006296313
Critical reading : understanding plot, level D.	TX0006296400
Critical reading : understanding point of view : level C.	TX0006296310
Critical reading : understanding setting : level C.	TX0006296311
Critical reading : understanding setting, level D.	TX0006296402
Critical reading : understanding text organization : level C.	TX0006296308
Critical reading : understanding text organization, level D.	TX0006296405
English language arts level E.	TX0006445312
English language arts, level G.	TX0006437117
English language arts, level H.	TX0006437115
Keep on reading : comprehension across the curriculum : level C.	TX0006185509
Keep on reading : comprehension across the curriculum : level C.	TX0006185512
Keep on reading : comprehension across the curriculum : level C.	TX0006185518
Keep on reading comprehension across the curriculum New York : level C.	TX0006171007
Keep on reading : comprehension across the curriculum, New York, level D.	TX0006176137

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Keep on reading comprehension across the curriculum New York : level E.	TX0006171006
Keep on reading : comprehension across the curriculum, Ohio, level D.	TX0006176093
Keep on reading comprehension across the curriculum Ohio : level E.	TX0006171005
Keep on reading : comprehension across the curriculum : Virginia, level C reading.	TX0006443716
Keep on reading! : level C.	TX0006241103
Keep on reading! : level D.	TX0006241104
Laboratory investigations in AP chemistry.	TX0006344464
Language arts literacy.	TX0006439902
Little Books of Big Ideas : Calculus : visualizing differential equations with slope fields.	TX0006337872
Little books of big ideas : precalculus : the power of functions SE.	TX0006403310
Mathematics, grade 5.	TX0006437112
Mathematics, level D.	TX0006406999
Mathematics level F.	TX0006445310
Mathematics level G.	TX0006445315
Mathematics, level H.	TX0006439904
Mathematics, level H.	TX0006445303
Mathematics problem solving, level C.	TX0006445301
Mathematics problem solving level D.	TX0006445308
Measuring up to the California content standards and success strategies for the CAHSEE mathematics : exit level.	TX0005996039
Count on it : mathematics problem-solving : level C.	TX0006185517
Count on it : mathematics problem-solving : level E.	TX0006185516
English language arts, level C.	TX0006437119
English language arts, level F.	TX0006437118
English language arts, level H.	TX0006437113
Keep on reading : comprehension across the curriculum : level C.	TX0006185515
Mastering Spanish verbs / Gregory Hugh Marshall.	TX0006179952
Mathematics level B.	TX0006437120
Measuring up to the California content standards and success strategies for CST English language arts : level G.	TX0006334745
Measuring up to the California content standards and success strategies for the CAHSEE : mathematics, early prep.	TX0006242995
Measuring up to the California content standards and success strategies for the CST : algebra 1, level H.	TX0006242991
Measuring up to the California content standards and success strategies for the CST : mathematics, level F.	TX0006242989
Measuring up to the California content standards and success strategies for the CST : mathematics, level G.	TX0006242990
Measuring up to the Georgia performance standards and success strategies for the CRCT : English language arts, level D.	TX0006242992
Measuring up to the Illinois learning standards and success strategies for the ISAT reading level D.	TX0006548258
Measuring up to the Illinois learning standards and success strategies for the ISAT : reading, level G.	TX0006242993
Measuring up to the New Jersey core curriculum content standards and success strategies for the HSPA mathematics : early preparation.	TX0005996041
Measuring up to the New Jersey core curriculum content standards and success strategies for the HSPA mathematics : final preparation.	TX0005996047
Measuring up to the New Jersey core curriculum standards and success strategies for the NJASK : language arts literacy, grade 2.	TX0006242994
Measuring Up to the NY state learning standards and success strategies for the state test : mathematics : level E.	TX0006421416

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Measuring Up to the NY state learning standards and success strategies for the state test : mathematics : level F.	TX0006421417
Reading, level G.	TX0006437114
Step up to success on the New York State test and other reading tests : level C, student edition.	TX0006275202
Step up to success on the NJ ASK and other reading : level F, student edition.	TX0006275200
Step up to success on the NJ ASK and other reading tests : level C, student edition.	TX0006275203
Step up to Success : on the NJ ASK and other reading tests : New Jersey reading level D.	TX0006243576
Step up to success on the PSSA and other reading : level F, student edition.	TX0006275201
Step up to success on the PSSA and other reading tests : level C, student edition.	TX0006275204
AP Advantage physics B exam / by James Mooney.	TX0006081247
AP Advantage physics C exam / by James Mooney.	TX0006081246
Laboratory investigations for AP environmental science / William Molnar.	TX0006084785
Measuring up to the California content standards and success strategies for the CAHSEE : English language arts early preparation.	TX0006082941
Measuring Up to the Florida Sunshine State : standards and success strategies for the FCAT : reading : level E.	TX0006080006
Measuring up to the Florida sunshine state standards : level C, mathematics.	TX0006081003
Measuring up to the Florida sunshine state standards : level D, mathematics.	TX0006081004
Measuring up to the Florida sunshine state standards : reading.	TX0006085183
Measuring Up to the New Jersey core curriculum content standards and success strategies for the NJ ASK : mathematics : grade 2.	TX0005999068
Measuring up to the New York State learning standards : English language arts.	TX0006085181
Measuring Up to the Ohio academic content standards : and success strategies for the Ohio graduation test, mathematics, final preparation.	TX0006159343
Measuring up to the Ohio academic content standards and success strategies for the Ohio graduation text, early prep. mathematics.	TX0006201084
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA.	TX0006084786
Measuring up to the Texas essential knowledge and skills and success strategies for the TAKS mathematics : exit level.	TX0006201083
Measuring Up to the Texas essential knowledge and skills : and success strategies for the TAKS, mathematics level 1.	TX0006159345
Measuring up to the Texas essential knowledge and skills and success strategies for the TAKS mathematics : level C.	TX0006201082
Measuring Up to the Texas essential knowledge and skills : and success strategies for the TAKS, mathematics level D.	TX0006159346
Measuring up to the Texas essential knowledge and skills and success strategies for the TAKS mathematics : level E.	TX0006201081
Measuring up to the Texas essential knowledge and skills and success strategies for the TAKS mathematics : level J.	TX0006201085
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment : writing : level C.	TX0006122807
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL Assessment : writing level E.	TX0006113542
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL Assessment : writing level H.	TX0006113543
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment mathematics : level H.	TX0005996040
Measuring up to the Florida sunshine state standards and success strategies for the FCAT reading : level C.	TX0005996044
Measuring Up to the Michigan content standards and success strategies for the MEAP,	TX0006110525

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level D : mathematics.	
Measuring Up to the Michigan content standards and success strategies for the MEAP, level G : English language arts.	TX0006110518
Measuring up to the New York state learning standards and success strategies for the state test science : level D.	TX0005996042
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS, level G : reading.	TX0006110524
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : mathematics : level D.	TX0005966320
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : mathematics : level E.	TX0005966314
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : reading : level D.	TX0005966319
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : reading : level E.	TX0005966316
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : writing : level D.	TX0005966315
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : writing : level G.	TX0005966317
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment Mathematics : level C.	TX0005996045
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL Assessment reading : level E.	TX0005996043
Measuring up to the California content standards : English language arts.	TX0005962093
Measuring up to the Florida sunshine state standards : science, level E.	TX0005962092
Measuring Up to the Illinois learning standards and success strategies for the ISAT : mathematics : level C.	TX0005676759
Measuring Up to the Illinois learning standards and success strategies for the ISAT : mathematics : level E.	TX0005676755
Measuring Up to the Illinois learning standards and success strategies for the ISAT : mathematics : level H.	TX0005676758
Measuring Up to the Illinois learning standards and success strategies for the ISAT : reading level C.	TX0005676753
Measuring Up to the Illinois learning standards and success strategies for the ISAT : reading : level E.	TX0005676752
Measuring Up to the Illinois learning standards and success strategies for the ISAT : reading : level H.	TX0005676756
Measuring Up to the Illinois learning standards and success strategies for the ISAT : writing : level C.	TX0005786521
Measuring Up to the Illinois learning standards and success strategies for the ISAT : writing : level E.	TX0005786512
Measuring Up to the Illinois learning standards and success strategies for the ISAT : writing : level H.	TX0005786513
Measuring up to the Michigan content standards and success strategies for the MEAP mathematics : level H.	TX0006051920
Measuring Up to the New Jersey core curriculum content standard : and success strategies for the NJ ASK, science, grade 4.	TX0006159344
Measuring Up to the New Jersey core curriculum content standards and success strategies for the HSPA : final preparation mathematics / Jim Eddy, Clanci Brown-Miller.	TX0005786476
Measuring Up to the New Jersey core curriculum content standards and success strategies for the HSPA : language arts literacy : early preparation.	TX0005786517

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Measuring Up to the New Jersey core curriculum content standards and success strategies for the HSPA : language arts literacy : final preparation.	TX0005786515
Measuring Up to the New Jersey core curriculum content standards and success strategies for the HSPA : mathematics : early preparation.	TX0005786516
Measuring Up to the New Jersey core curriculum content standards and success strategies for the HSPA : science : early preparation.	TX0005786519
Measuring Up to the New Jersey core curriculum content standards and success strategies for the HSPA : science : final preparation.	TX0005786518
Measuring up to the New Jersey core curriculum content standards : language arts literacy, grade 4.	TX0005962085
Measuring up to the New Jersey core curriculum content standards : mathematics, grade 3.	TX0005962087
Measuring up to the New Jersey core curriculum content standards : mathematics, grade 4.	TX0005962086
Measuring up to the New Jersey core curriculum content standards : science, grade 3.	TX0005962088
Measuring up to the Ohio academic content standards and success strategies for the Ohio achievement test.	TX0006083222
Measuring up to the Ohio academic content standards : reading.	TX0005962089
Measuring up to the Ohio academic content standards : reading.	TX0006085182
Measuring Up to the Ohio academic content standards : reading, level C.	TX0006090003
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA mathematics : level C.	TX0006051919
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : Reading : high school, final level.	TX0005994167
Measuring Up to the Pennsylvania academic standards and success strategies for the PSSA : reading : level C.	TX0005786514
Measuring up to the Pennsylvania academic standards : mathematics.	TX0005962090
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : level F.	TX0006090002
Measuring up to the Texas essential knowledge and skills : mathematics, level G.	TX0005962094
Measuring up to the Texas essential knowledge and skills : mathematics, level H.	TX0005962084
Measuring Up to the Virginia Standards of Learning and success strategies for the Virginia SOL assessment : reading, level C.	TX0006026040
Measuring up to the Virginia standards of learning : mathematics, level E.	TX0005962091
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : English language arts : level J.	TX0005966318
Measuring up on the New Jersey ESPA : language arts literacy : grade 3.	TX0005888832
Measuring up to the Florida Sunshine State standards : reading level D.	TXu001112845
Measuring Up to the New Jersey core curriculum content standards and success strategies for the ESPA : social studies : grade 3.	TX0005737334
Measuring up to the New Jersey core curriculum content standards and success strategies for the ESPA : social studies : grade 4.	TX0005880978
Measuring Up to the New Jersey core curriculum content standards and success strategies for the GEPA : langauge arts literacy : grade 8.	TX0005676754
Measuring Up to the New Jersey core curriculum content standards and success strategies for the GEPA : language arts literacy : grade 7.	TX0005737335
Measuring Up to the New Jersey core curriculum content standards and success strategies for the GEPA : mathematics : grade 8.	TX0005676757
Measuring up to the New Jersey core curriculum content standards and success strategies for the GEPA, mathematics, grade 8.	TX0005743089
Measuring up to the New Jersey Core Curriculum Content Standards and success strategies for the GEPA : science, grade 7.	TX0005870964

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Measuring Up to the New Jersey core curriculum content standards and success strategies for the GEPA : science : grade 8.	TX0005786520
Measuring up to the New York state learning standards : science, level D.	TX0005686217
Measuring up to the NY State learning standards : mathematics, grade 7. / Student ed.	TX0005814978
Measuring up to the NY state learning standards : mathematics, level C / Student ed.	TX0005814976
Measuring up to the NY State learning standards : mathematics, level G. / Student ed.	TX0005814977
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : English language arts : exit level.	TX0005737331
Measuring up to the Texas Essential Knowledge and Skills and success strategies for the TAKS : English language arts, level I.	TX0005870963
Measuring Up to the Texas essential knowledge and skills and success strategies for the TAKS : English language arts : level J.	TX0005801673
Measuring up to the Texas Essential Knowledge and Skills and success strategies for the TAKS : reading level B.	TX0005870965
Measuring up to the Texas essential knowledge and skills : mathematics, exit level.	TX0005689010
Measuring up to the Texas essential knowledge and skills : mathematics, level B.	TX0005689008
Measuring up to the Texas essential knowledge and skills : mathematics, level C.	TX0005686218
Measuring up to the Texas essential knowledge and skills : mathematics, level I.	TX0005686219
Measuring up to the Texas essential knowledge and skills : mathematics, level J.	TX0005689009
Measuring up to the Texas essential knowledge and skills : reading, level C.	TX0005686220
Measuring up to the Virginia standards of learning : reading level C.	TXu001027510
Measuring up to the Virginia standards of learning : reading, level E.	TX0005980008
Reading, level H.	TX0005835826
Reading, level H.	TX0005835827
Measuring up to the Virginia Standards of Learning : mathematics, level C : and success strategies for the Virginia SOL Assessment.	TX0005421119
Measuring up to the Virginia Standards of Learning : mathematics, level E : and success strategies for the Virginia SOL Assessment.	TX0005421120
Measuring up to the Virginia Standards of Learning : mathematics, level H : and success strategies for the Virginia SOL Assessment.	TX0005421121
Measuring up to the Virginia Standards of Learning : writing, level C : and success strategies for the Virginia SOL Assessment.	TX0005421118
Measuring up to the Virginia Standards of Learning : writing, level H : and success strategies for the Virginia SOL Assessment.	TX0005421122
Reading : level C.	TX0005513715
Reading : level E.	TX0005513714
Reading : level H.	TX0005872307
Writing : level D.	TX0005872310
African American history : a journey of liberation / Molefi Kete Asante.	TX0005879930
Measuring up to the Illinois learning standards : mathematics level E.	TX0005617019
Measuring up to the Illinois learning standards : mathematics level H.	TX0005617017
Measuring up to the Illinois learning standards : reading level C.	TX0005617015
Measuring up to the Illinois learning standards : reading level H.	TX0005617014
Measuring up to the Illinois learning standards : reading level H.	TX0005617016
Measuring up to the Illinois learning standards : writing level C.	TX0005617018
African American history : a journey of liberation, second edition [by] Molefi Kete Asante : teacher's guide / created and written by Charmaine Harris-Stewart, Theresa	TX0005879914
African American history : a journey of liberation, second edition [by] Molefi Kete Asante : worktext / created and written by Charmaine Harris-Stewart, Theresa	TX0005939994
Mathematics : level D.	TX0005872312
Mathematics : level E.	TX0005872311
Mathematics : level H.	TX0005872309

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Measuring up on the New Jersey ESPA : language arts literacy : grade 4.	TX0005454196
Measuring up on the New Jersey ESPA : mathematics : grade	TX0005451106
Measuring up on the New Jersey ESPA : mathematics : grade 3 / Annotated teacher ed.	TX0005451111
Measuring up on the New Jersey ESPA : mathematics : grade	TX0005451105
Measuring up on the New Jersey ESPA : mathematics : grade	TX0005451110
Measuring up on the New Jersey ESPA : mathematics : grade	TX0005454197
Measuring up on the New Jersey ESPA : social studies, grade	TX0005466742
Measuring up on the New Jersey ESPA : social studies : grade 4.	TX0005454194
Measuring up on the New York state test : social studies : level E.	TX0005421959
Measuring up on the New York state test : social studies : level H.	TX0005421958
Measuring up to the Florida sunshine state standards and success strategies for the FCAT : reading level D.	TX0005466119
Measuring up to the Florida Sunshine State Standards and success strategies for the FCAT : writing : level D.	TX0005454172
Measuring up to the Florida Sunshine State Standards and success strategies for the FCAT : writing : level H.	TX0005454173
Measuring up to the Florida Sunshine State Standards and success strategies for the FCAT : writing : level H.	TX0005454174
Measuring up to the Florida Sunshine State Standards and success strategies for the FCAT : writing : level H.	TX0005454193
Measuring up to the Florida sunshine state standards : mathematics, level H.	TX0005980006
Measuring up to the Florida sunshine state standards : mathematics, level H.	TX0005980007
Measuring up to the Illinois learning standards : mathematics : level C.	TX0005430328
Measuring up to the Illinois learning standards : mathematics : level H.	TX0005430321
Measuring up to the Illinois learning standards : reading : level E.	TX0005430329
Measuring up to the Illinois learning standards : writing : level E.	TX0005421953
Measuring up to the Illinois learning standards : writing : level H.	TX0005421954
Measuring up to the New York State learning standards and success strategies for the State test : annotated teacher edition, English language arts, level E,	TX0005418466
Measuring up to the New York State learning standards and success strategies for the State test : annotated teacher edition, English language arts, level F,	TX0005418465
Measuring up to the New York State learning standards and success strategies for the State test : annotated teacher edition, social studies, level H, developed	TX0005418464
Measuring up to the New York State learning standards and success strategies for the State test, annotated teacher's edition, mathematics, level F, developed	TX0005418470
Measuring up to the New York State learning standards and success strategies for the State test : English language arts, level E, developed specifically for the New York	TX0005418467
Measuring up to the New York State learning standards and success strategies for the State test : English language arts, level F, developed specifically for the New York	TX0005418468
Measuring up to the New York State learning standards and success strategies for the State test, Mathematics, level F, developed specifically for the New York State	TX0005418472
Measuring up to the New York State learning standards : mathematics, grade 5.	TX0005422108
Measuring up to the New York State learning standards : mathematics, level E.	TX0005422109
Measuring up to the New York State learning standards : social studies, level E : and success strategies for the state test.	TX0005422107
Measuring up to the Ohio learning outcome and success strategies for the Ohio proficiency test : mathematics, level D.	TX0005437726
Measuring up to the Ohio learning outcomes and success strategies for the Ohio proficiency test : writing : level D.	TX0005655933
Measuring up to the Ohio Learning Outcomes and success strategies for the Ohio Proficiency Test, Writing, level F, developed specifically for the Ohio Proficiency Test.	TX0005418471
Measuring up to the Ohio learning outcomes : mathematics : level D.	TX0005430319

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Measuring up to the Ohio learning outcomes : mathematics : level F.	TX0005430327
Measuring up to the Ohio learning outcomes : writing : level F.	TX0005430320
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : reading, level H.	TX0005437724
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : reading : level H.	TX0005655932
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment : reading : level C.	TX0005451107
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment : reading : level E.	TX0005466124
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment : writing : level C.	TX0005454170
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment : writing : level E.	TX0005454171
Measuring up to the Virginia standards of learning and success strategies for the Virginia SOL assessment : writing : level E.	TX0005454195
Measuring up to the Illinois learning standards and success strategies for the ISAT : mathematics, level C.	TX0005441857
Measuring up to the Illinois learning standards and success strategies for the ISAT : mathematics, level E, developed specifically for the ISAT.	TX0005418469
Measuring up to the Illinois learning standards : writing : level C.	TX0005421956
Measuring up to the Illinois learning standards : writing : level E.	TX0005421957
Measuring up to the Illinois learning standards : writing : level H.	TX0005421955
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : mathematics level E.	TX0005437819
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : mathematics level E.	TX0005437821
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : mathematics level H.	TX0005437818
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : mathematics level H.	TX0005437820
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : reading, level E.	TX0005437725
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : reading level E.	TX0005437822
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : writing level F.	TX0005430274
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : writing level I.	TX0005430273
Measuring up to the Pennsylvania academic standards and success strategies for the PSSA : writing level I.	TX0005437823
Measuring up to the Pennsylvania academic standards : writing level F.	TX0005430275
Peoples world cultures : Asia.	TX0005879913
Peoples world cultures : Latin America.	TX0005879915
Measuring up on the New Jersey GEPA : grade 7 in science.	TX0004967153
Measuring up on the New Jersey GEPA : grade 7, language arts literacy.	TX0004942346
Measuring up on the New Jersey GEPA : grade 8 in mathematics.	TX0004967154
Measuring up on the New Jersey GEPA : grade 8 in mathematics.	TX0004967156
You're the boss : positive attitude and work ethics / Rose Blue & Corinne J. Naden.	TX0005866839
The Constitution made easier = La Constitution facil de entender : bilingual version, English/Spanish.	TX0005964539
English language arts : level G.	TX0005872304

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English language arts : level H.	TX0005872305
Government today / by Beverly Vaillancourt.	TX0005966479
Mathematics : level C.	TX0005872308
Mathematics : level C.	TX0005872314
Mathematics : level D.	TX0005872306
Mathematics : level D.	TX0005872313
Measuring up n the New Jersey HSPA : final preparation in mathematics.	TX0005441845
Measuring up n the New Jersey HSPA : final preparation in science.	TX0005441844
Measuring up on the New Jersey GEPA : grade 7 in mathematics.	TX0005451109
Measuring up on the New Jersey GEPA : mathematics : grade 7 : teacher's edition.	TX0005466118
Measuring up on the New Jersey HSPA : early preparation in language arts literacy.	TX0005441861
Measuring up on the New Jersey HSPA : early preparation in mathematics.	TX0005441858
Measuring up on the New Jersey HSPA : early preparation in science.	TX0005441860
Measuring up on the New Jersey HSPA : final preparation in language arts literacy.	TX0005441859
Measuring up on the New Jersey HSPA : language arts literacy early preparation.	TX0005429151
Measuring up on the New Jersey HSPA : language arts literacy : final preparation.	TX0005430326
Measuring up on the New Jersey HSPA : mathematics : early preparation.	TX0005430323
Measuring up on the New Jersey HSPA : mathematics : final preparation.	TX0005430322
Measuring up on the New Jersey HSPA : science : early preparation.	TX0005430325
Measuring up on the New Jersey HSPA : science : final preparation.	TX0005430324
Measuring up to the New York state learning standards : and success strategies for the state test : English language arts : level C.	TX0005466125
Measuring up to the New York state learning standards and success strategies for the state test : English language arts : level D.	TX0005466122
Measuring up to the New York state learning standards and success strategies for the state test : English language arts : level D : teacher edition.	TX0005466121
Measuring up to the New York State learning standards and success strategies for the state test : mathematics, level G.	TX0005466744
Measuring up to the New York State learning standards and success strategies for the state test : mathematics, level G.	TX0005466745
Measuring up to the New York State learning standards and success strategies for the state test : mathematics, level H.	TX0005466743
Measuring up to the New York State learning standards and success strategies for the state test : mathematics, level H.	TX0005466746
Measuring up to the New York state learning standards and success strategies for the state text : English language arts : level C : teacher's edition.	TX0005466120
Measuring up to the New York State learning standards, English language arts : grade 7.	TX0005468598
Measuring up to the New York State learning standards, English language arts : level H.	TX0005468597
Peoples world cultures : Africa.	TX0005879912
Government today / by Beverly Vaillancourt.	TX0005856516
Government today workbook / by Beverly Vaillancourt.	TX0005856517
Measuring up on the New Jersey ESPA : grade 3 in mathematics.	TX0004967151
Measuring up on the New Jersey ESPA : grade 3 in mathematics.	TX0004967152
Measuring up on the New Jersey ESPA : science, grade 3.	TX0004947679
Measuring up on the New Jersey GEPA : grade 7 in science.	TX0004947677
Measuring up on the New Jersey GEPA : grade 8 in language arts literacy.	TX0004947680
Measuring up on the New Jersey GEPA : grade 8 in language arts literary.	TX0004967158
Measuring up on the New Jersey GEPA : grade 8, science.	TX0004942343
Measuring up on the New Jersey GEPA : science, grade 8.	TX0004947682
For the people, by the people : a history of the United States, beginnings to present : teacher's manual / John Allen, Clanci Brown, Jim Eddy.	TX0004819074
Latino women of science / by Leonard Bernstein, Alan Winkler, Linda Zierdt-Warshaw.	TX0004917973

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Latino women of science : teacher's guide : biographies, experiments, hands-on activities and exercises for the school year / by Leonard Bernstein, Alan Winkler, Linda	TX0004924170
Measuring up on the New Jersey ESPA : grade 4 in language arts literacy.	TX0005451108
Peoples mainstream tutor for US government / by Beverly Vaillancourt.	TX0005939996
Street smart's : a drug education and prevention program / June Stride, Richard Wolf.	TX0004917977
Street smarts : a drug education and prevention program / June Stride, Richard Wolf.	TX0004314215
Tests for the people, by the people : a history of the United States, beginnings to present : vols. 1-2.	TX0004819075
In our own image : an African American history.	TX0005875035
Measuring up on the New Jersey ESPA : grade 3 in language arts.	TX0004967117
Measuring up on the New Jersey ESPA : grade 3 in language arts literacy.	TX0004967119
Measuring up on the New Jersey ESPA : grade 3 in science.	TX0004967157
Measuring up on the New Jersey ESPA : grade 4 in math.	TX0004967155
Measuring up on the New Jersey ESPA : grade 4 in mathematics.	TX0004947681
Measuring up on the New Jersey ESPA : grade 4 in science.	TX0004947678
Measuring up on the New Jersey ESPA : science grade 4.	TX0004967118
Measuring up on the New Jersey GEPA : grade 7, language arts literacy.	TX0004942342
Peoples world cultures : Africa	TX0005875037
Peoples world cultures : Asia	TX0005875036
Peoples world cultures : Latin America	TX0005875038
African American names and their meanings / Molefi Rete Asante and Renee Muntaqim.	TX0004922076
African and African American women of science / by Leonard Bernstein, Alan Winkler, Linda Zierdt-Warshaw.	TX0004921232
African and African American women of science : teacher's guide / by Leonard Bernstein, Alan Winkler, Linda Zierdt-Warshaw.	TX0004917974
For the people, by the people : a history of the United States, beginnings to present.	TX0004806140
Multicultural women of science : three centuries of contributions with hands-on activities and exercises for the school year / by Leonard Bernstein, Alan Winkler,	TX0004917976
Business : biographies of overcoming bias and building character / Corinne J. Naden, Rose Blue.	TX0004092462
Business : biographies of overcoming bias and building character : my practice journal / Corinne J. Naden, Rose Blue.	TX0004092460
Business : biographies of overcoming bias and building character : teacher's activity guide.	TX0004092461
Entertainment : biographies of overcoming bias and building character / Corinne J. Naden, Rose Blue.	TX0004092468
Entertainment : biographies of overcoming bias and building character : my practice journal / Corinne J. Naden, Rose Blue.	TX0004092467
Entertainment : biographies of overcoming bias and building character : teacher's activity guide.	TX0004092456
Heroes don't just happen, in politics / Corinne J. Naden, Rose Blue.	TX0004922085
Heroes don't just happen, in politics : my practice journal / Corinne J. Naden, Rose Blue.	TX0004922086
Heroes don't just happen, in politics : teacher's activity guide.	TX0004922088
Heroes don't just happen, in space : teacher's activity guide.	TX0004922087
Journey home : activity guide.	TX0004092464
Journey home : teacher's activity guide.	TX0004092466
Journey home / Toni Eubanks.	TX0004825909
Multicultural women of science : three centuries of contributions with hands-on activities and exercises for the school year / by Leonard Bernstein, Alan Winkler,	TX0004314237
Peoples Mainstream tutor for United States history : beginnings to present / John Allen, Clanci Brown, Jim Eddy.	TX0004314217
Space : biographies of overcoming bias and building character / Corinne J. Naden, Rose	TX0004092465

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Blue.	
Space : biographies of overcoming bias and building character : my practice journal / Corinne J. Naden, Rose Blue.	TX0004092459
Crime and the law : a look at the criminal justice system / by Maxine Phillips.	TX0005856512
Crime and the law teacher's guide and answer key : a look at the criminal justice system / editor, Jocelyn Chu.	TX0005829788
Crime and the law workbook : a look at the criminal justice system / by Lynn Gilbert Lempel.	TX0005829787
African American history--a journey of liberation / by Molefi Kete Asante.	TX0004920761
Classical Africa : activity book / Molefi Kete Asante & Judylynn Bailey-Mitchell.	TX0004917975
Sports : biographies of overcoming bias and building character / Corinne J. Naden, Rose Blue.	TX0004092463
Sports : biographies of overcoming bias and building character : my practice journal / Corinne J. Naden, Rose Blue.	TX0004092457
Sports : biographies of overcoming bias and building character : teacher's activity guide.	TX0004092458
Our United States geography : our regions and people / by Beverly Vaillancourt.	TX0005829786
Our United States geography : our regions and people : teacher's guide / by Beverly Vaillancourt.	TX0005829789
Studying for a driver's license / Frank C. Kenel and Beverly Vaillancourt.	TX0005856514
Activity book for Classical Africa / by Molefi Kete Asante, Judylynn Bailey-Mitchell.	TX0005939995
Teacher's activity guide for Classical Africa / by Molefi Kete Asante, Judylynn Bailey-Mitchell.	TX0004866854
Teacher's activity guide for Classical Africa / by Molefi Kete Asante, Judylynn Bailey-Mitchell.	TX0005939993
Ten great African American men of science : with hands-on activity sheets / by Clifford Watson.	TX0004314214
Ten great African American men of science with hands-on activity sheets : teacher's guide / by Clifford Watson.	TX0004314216
Classical Africa / by Molefi Kete Asante.	TX0004314236
Classical Africa / by Molefi Kete Asante.	TX0005825397
The Peoples multicultural almanac : America from the 1400s to present.	TX0005825395
Guided practice to successful letter writing : teacher's guide and answer key / by Bonnie Diamond.	TX0005856515
Economics : it's your business / by Henry Billings.	TX0005939985
Economics : it's your business / Henry Billings.	TX0005940058
Economics : it's your business workbook / by Henry Billings.	TX0005939997
Our constitutional heritage / by James Carroll.	TX0005856518
The Peoples guide to drug education / Debrah R. Shulman and Corinne R. Smith.	TX0003196122
The Peoples guide to drug education : teacher's guide and answer key / Corinne R. Smith and Debrah R. Shulman.	TX0003306174
The Peoples guide to drug education workbook / Corinne R. Smith and Debrah A. Shulman.	TX0003201315
The peoples' guide to government : the legislative branch / Elliot I. Portnoy.	TX0004932386
Your learning styles and listening strategies : bk. 4.	TX0005939992
Your learning styles and mathematics : bk. 8.	TX0005939988
Your learning styles and memory strategies : bk. 3.	TX0005939989
Your learning styles and pronunciation strategies : bk. 5.	TX0005825394
Your learning styles and reading comprehension strategies : bk. 6.	TX0005825396
Your learning styles and test-taking strategies : bk. 9.	TX0005939990
Your learning styles and time management : bk. 2.	TX0005939986
Your learning styles and writing : bk. 7.	TX0005939991
Our Constitutional heritage / by James Carroll.	TX0003303045

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The Judicial Branch : The Peoples guide to government : teacher's guide and answer key / Robert B. Porter.	TX0003166400
The Legislative branch / Elliot I. Portnoy.	TX0003303032
The Legislative branch : workbook / Christine Porter.	TX0003303044
Our constitutional heritage : teacher's guide and answer key / by James Carroll.	TX0003306172
The Peoples guide to citizenship : teacher's guide and answer key / Thomas D. Henry.	TX0003293892
The Peoples guide to citizenship / Thomas D. Henry.	TX0003356698
The Peoples guide to citizenship : workbook / Thomas D. Henry.	TX0003356784
The Peoples guide to civil law : teacher's guide and answer key / Timothy H. Altom.	TX0003166077
The Peoples guide to civil law / Timothy H. Altom.	TX0003356699
The Peoples guide to civil law : workbook / Timothy H. Altom.	TX0003356785
The Peoples guide to government : the executive branch / Ellen M. Kaplan, Joseph Torsella.	TX0003196121
The Peoples guide to government : the executive branch : teacher's guide and answer key / Ellen Mattleman Kaplan, Joseph Torsella.	TX0003306173
The Peoples guide to government : the executive branch workbook / Ellen M. Kaplan, Joseph Torsella.	TX0003201316
The Peoples guide to government : the judicial branch / Robert B. Porter (author of a work made for hire).	TX0003356697
The Peoples guide to government : the judicial branch workbook / Robert B. Porter.	TX0003356786
The Peoples guide to government : the legislative branch : teacher's guide and answer key / Christine Porter.	TX0003306175
Your learning styles and finding your best learning style and study environment : bk. 1 / Gail Murphy Sonbuchner.	TX0005939987
For the people, by the people : a history of the United States : vol. 1, beginnings to 1877.	TX0004806356
For the people, by the people : a history of the United States : vol. 2, 1870 to present.	TX0004806357
Measuring up on the New Jersey ESPA : science, grade 3.	TXu001026037
Measuring up to the Texas Essential Knowledge and Skills and success strategies for the TAKS : science, level E.	TX0005870962

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Exhibit "B"

PATENTS

All present and future registered and unregistered patents, including but not limited to the following:

Patent	Registration or Serial Number
None.	

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EXHIBIT "C"

TRADEMARKS

All present and future registered and unregistered trademarks, including but not limited to the following:

Trademark	Registration/ Application No.
MEASURING UP	2,691,167
BUILDING STAMINA	2,917,235
MEASURING UP	3,000,677
PERSONAL PRESCRIPTIVE PATH	2,979,498
MEASURING UP	3,079,422
LITTLE BOOKS OF BIG IDEAS	3,111,886
PD	3,111,913
PEOPLES EDUCATION	3,424,356
WORD EXPLORER	3,373,035
YOUR PARTNER IN STUDENT SUCCESS	3,552,116
QUICKTEST (Supplemental Register)	3,383,506
MEASURING UP EXPRESS	3,641,124
MEASURING UP EXPRESS	3,699,404
PRACTICE PATH	4,030,864
MEASURING UP INSIGHT	4,238,750
MEASURING UP LIVE	4,238,751
MEASURING UP MYQUEST	4,238,752
MEASURING UP INSIGHT	4,515,294
MEASURING UP LIVE	4,408,006
MEASURING UP MYQUEST	4,363,440
MASTERY EDUCATION Square Logo	86/609,801
MASTERY EDUCATION Square Logo	86/609,719
MASTERY EDUCATION Square Logo	5,129,687
MASTERY EDUCATION stylized	5,023,518
MASTERY EDUCATION stylized	5,023,521
MASTERY EDUCATION stylized	5,023,517
ME logo	5,023,516
ME logo	5,023,515
ME logo	5,023,514
ME EASURING UP EXPRESS and design	5,125,055
ME EASURING UP EXPRESS and design	5,125,054
ME EASURING UP EXPRESS and design	5,125,053
ME EASURING UP INSIGHT and design	5,125,060
ME EASURING UP INSIGHT and design	5,129,684
ME EASURING UP LIVE stylized and design	5,125,058
ME EASURING UP LIVE stylized and design	5,196,128
ME EASURING UP and design	5,125,056
ME EASURING UP and design	5,125,057
ME EASURING UP MYQUEST and design	5,129,683
ME EASURING UP MYQUEST and design	5,125,059
ME EASURING UP REACH and design	5,129,685
ME EASURING UP REACH and design	5,125,061
ME MASTERYEDUCATION.COM URL and design	86/609,728
ME MASTERYEDUCATION.COM URL and design	5,129,686

TRADEMARK
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ME MASTERYEDUCATION.COM URL and design	5,023,519

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EXHIBIT "D"

PERMITTED LIENS

A junior security interest in the Collateral granted by Pledgor to Harriet Opportunities, LLLP ("Harriet"), which security interest of Harriet is subordinated to the security interest of Secured Party in the Collateral pursuant to the terms of that certain Debt and Lien Subordination being entered into concurrently herewith between Harriet and Secured Party.

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