

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Bank of New York Mellon	FORMERLY The Bank of New York	07/22/2008	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	BEAR STEARNS CORPORATE LENDING, INC.
Street Address:	383 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10179
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2736468	
Registration Number:	2746783	
Registration Number:	2692730	TWIN TEXTS
Registration Number:	2489133	SECOND CHANCE READING
Registration Number:	2216549	ALPHAKIDS
Registration Number:	2225675	LIFT LITERATURE IS FOR THINKING
Registration Number:	2228067	CHAPTER BY CHAPTER
Registration Number:	2231963	NOVEL IDEAS
Registration Number:	2504156	NEWBRIDGE DESCUBRIMENTOS
Registration Number:	2354616	NEWBRIDGE DISCOVERY LINKS
Registration Number:	1735677	NEWBRIDGE
Registration Number:	1799967	NEWBRIDGE

CORRESPONDENCE DATA

CH \$315.00 2736468

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ATTORNEY DOCKET NUMBER:	27056/9
NAME OF SUBMITTER:	Mark S. Leonardo
Signature:	/s/Mark S. Leonardo/
Date:	07/29/2008

Total Attachments: 3
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ASSIGNMENT OF TRADEMARK
SECURITY AGREEMENT

ASSIGNMENT made as of the 22 day of July, 2008, by THE BANK OF NEW YORK MELLON, formerly known as THE BANK OF NEW YORK, AS COLLATERAL TRUSTEE (“Assignor”), to BEAR STEARNS CORPORATE LENDING, INC. (“Assignee”).

W I T N E S S E T H

WHEREAS, SUNDANCE/NEWBRIDGE EDUCATIONAL PUBLISHING, LLC a Delaware limited liability company, entered into a Trademark Security Agreement dated as of August 20, 2003 (the “Agreement”) with Assignor recorded in the United States Patent and Trademark Office on August 22, 2003 at Reel 002807, Frame 0556 with respect to certain trademarks as more particularly set forth and described in Schedule A annexed hereto and made a part hereof; and

WHEREAS, Assignor desires to transfer and assign to Assignee all of Assignor’s right, title and interest in and to such agreement and such trademarks and trademark applications;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, transfer, assign, convey and set over to Assignee, its successors, assigns and legal representatives, all of the right, title and interest of Assignor in and to the trademarks set forth and described in Schedule A annexed hereto. Assignor makes no representation whatsoever as to the current status of trademarks and trademark applications listed on Schedule A as a “registration” including, without limitation, as to whether such issuances have been withdrawn or invalidated, or otherwise affected, or such applications have been withdrawn, denied, or granted or otherwise affected.

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of the date and year first above written.

THE BANK OF NEW YORK MELLON

By: 
Name: GORDON B. BERGER
Title: MANAGING DIRECTOR

**SCHEDULE A
U.S. TRADEMARKS**

TRADEMARK	OWNER	REGISTRATION NO.	SECURITY INTEREST RECORDATION DATE	REEL/ FRAME
Design Only Mark (Sun Logo)	Sundance/Newbridge Educational Publishing, LLC	2736468	8/22/03	2807/0556
Design Only Mark (Sun Logo)	Sundance/Newbridge Educational Publishing, LLC	2746783	8/22/03	2807/0556
TWIN TEXTS	Sundance/Newbridge Educational Publishing, LLC	2692730	8/22/03	2807/0556
SECOND CHANCE READING	Sundance/Newbridge Educational Publishing, LLC	2489133	8/22/03	2807/0556
ALPHAKIDS	Sundance/Newbridge Educational Publishing, LLC	2216549	8/22/03	2807/0556
LIFT LITERATURE IS FOR THINKING	Sundance/Newbridge Educational Publishing, LLC	2225675	8/22/03	2807/0556
CHAPTER BY CHAPTER	Sundance/Newbridge Educational Publishing, LLC	2228067	8/22/03	2807/0556
NOVEL IDEAS	Sundance/Newbridge Educational Publishing, LLC	2231963	8/22/03	2807/0556
NEWBRIDGE DESCUBRIMENTOS	Sundance/Newbridge Educational Publishing, LLC	2504156	8/22/03	2807/0556
NEWBRIDGE DISCOVERY LINKS	Sundance/Newbridge Educational Publishing, LLC	2354616	8/22/03	2807/0556
NEWBRIDGE	Sundance/Newbridge Educational Publishing, LLC	1735677	8/22/03	2807/0556
NEWBRIDGE	Sundance/Newbridge Educational Publishing, LLC	1799967	8/22/03	2807/0556