

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CLASSROOM CONNECT, INC.		12/12/2007	CORPORATION:
Greenwood Publishing Group, Inc.		12/12/2007	CORPORATION:
HMH Publishers LLC		12/12/2007	LIMITED LIABILITY COMPANY:
HMH Supplemental Publishers Inc.		12/12/2007	CORPORATION:
Houghton Mifflin Harcourt Publishing Company		12/12/2007	COMPANY:

RECEIVING PARTY DATA

Name:	Credit Suisse, Cayman Islands Branch, as Collateral Agent
Street Address:	11 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	Bank:

PROPERTY NUMBERS Total: 532

Property Type	Number	Word Mark
Registration Number:	2463379	AMERICAQUEST
Registration Number:	2500839	AUSTRALIAQUEST
Registration Number:	1977886	CLASSROOM CONNECT
Registration Number:	2480446	CLASSROOM CONNECT
Registration Number:	2547896	CLASSROOM CONNECT
Registration Number:	2513141	CLASSROOM TODAY
Registration Number:	2752735	CONNECTED CLASSROOM CONFERENCE
Registration Number:	2043693	CONNECTED CLASSROOM CONFERENCE
Registration Number:	2946513	CONNECTED EDUCATOR

OP \$13315.00 2463379

Registration Number:	2890837	CONNECTED TECH
Registration Number:	2888385	CONNECTED TECH
Registration Number:	2485613	CONNECTED UNIVERSITY
Registration Number:	2531527	CONTENT THAT CLICKS!
Registration Number:	2749383	CU
Registration Number:	2535663	
Registration Number:	2200511	ESCHOOL
Registration Number:	2817942	GREECEQUEST
Registration Number:	2687966	HOTLINKS
Registration Number:	2489511	HOTLINKS FOR ELEMENTARY SCIENCE
Registration Number:	2717656	MAYAQUEST
Registration Number:	2657568	REALTIME EVENTS
Registration Number:	2497437	TEACHER'S WEBPACK
Registration Number:	2694521	THE QUEST CHANNEL
Registration Number:	2712536	THE QUEST CHANNEL
Registration Number:	2208764	CHILDREN'S MAGAZINE GUIDE
Registration Number:	1704863	CHILDREN'S MAGAZINE GUIDE
Registration Number:	2048485	CLEAR & SIMPLE
Registration Number:	2324558	CRINKLES
Registration Number:	2295813	CRINKLES
Registration Number:	2415165	GEM GREENWOOD ELECTRONIC MEDIA
Registration Number:	3065787	GENREFLECTING
Registration Number:	1415868	PRAEGER
Registration Number:	1274273	Q QUORUM
Registration Number:	1520892	THE READER'S ADVISER
Registration Number:	1986122	IVEN CONMIGO!
Registration Number:	1944730	ıVEN CONMIGO!
Registration Number:	2923895	ıEXPRESATE!
Registration Number:	2942664	ıEXPRESATE!
Registration Number:	3059281	ıEXPRESATE!
Registration Number:	2746773	1866
Registration Number:	2695808	KBOOM
Registration Number:	1164609	A HARVEST/HBJ BOOK
Registration Number:	2393771	A TO ZOO
Registration Number:	2393770	A TO ZOO

Registration Number:	1971829	ALLEZ, VIENS!
Registration Number:	1974217	ALLEZ, VIENS!
Registration Number:	3256357	AMERICAN ANTHEM
Registration Number:	3256356	AMERICAN ANTHEM
Registration Number:	1914332	ANYTIME IS MATH TIME
Registration Number:	1977169	ANYTIME MATH
Registration Number:	1977168	ANYTIME MATH
Registration Number:	1977167	ANYTIME MATH
Registration Number:	2986461	ART EVERYWHERE
Registration Number:	2152220	ART EXPRESS
Registration Number:	2241120	ART EXPRESS
Registration Number:	3280540	BIEN DIT!
Registration Number:	3291632	BIEN DIT!
Registration Number:	1921998	BIOLOGY TODAY
Registration Number:	2180681	BIOSOURCES
Registration Number:	2180682	BIOSOURCES
Registration Number:	1811532	BROWNDEER PRESS
Registration Number:	1744474	BUILD-A-KIT
Registration Number:	2955420	CALL TO FAITH
Registration Number:	2882731	CALL TO FAITH
Registration Number:	2942700	CALL TO FAITH
Registration Number:	2249730	CHEMFILE
Registration Number:	2301714	CHEMFILE
Registration Number:	2037927	CIELO ABIERTO
Registration Number:	2064019	CIELO ABIERTO
Registration Number:	3256351	CIVICS IN PRACTICE
Registration Number:	3260880	CIVICS IN PRACTICE
Registration Number:	1958361	COMPUTER LINKS
Registration Number:	1851090	
Serial Number:	77125283	CALL TO CELEBRATE
Serial Number:	77125657	CALL TO CELEBRATE
Registration Number:	2140207	
Registration Number:	2364545	
Registration Number:	2344003	
Registration Number:	2092985	

Registration Number:	2105249	
Registration Number:	1725641	
Registration Number:	1755519	
Registration Number:	2836203	
Registration Number:	1959089	
Registration Number:	2195064	E-LAB
Registration Number:	2232846	E-LAB
Registration Number:	2191545	E-LAB
Registration Number:	2836200	ELEMENTS OF LANGUAGE
Registration Number:	2836198	ELEMENTS OF LANGUAGE
Registration Number:	2836207	ELEMENTS OF LITERATURE
Registration Number:	2836208	ELEMENTS OF LITERATURE
Registration Number:	3150816	ELEMENTS OF READING
Registration Number:	3138706	ELEMENTS OF READING
Registration Number:	2960484	ELEMENTS OF READING
Registration Number:	2836204	ELEMENTS OF WRITING
Registration Number:	2836199	ELEMENTS OF WRITING
Registration Number:	1839309	ESTRELLAS DE LA LITERATURA
Registration Number:	1839416	ESTRELLAS DE LA LITERATURA
Registration Number:	2754425	GEOSKILLS
Registration Number:	3257625	GO.HRW.COM
Registration Number:	2484058	GRAMMAR JINGLES
Registration Number:	2486398	GRAMMAR JINGLES
Registration Number:	1994073	GRAPH LINKS
Registration Number:	1989170	GRAPH LINKS
Registration Number:	2288303	GREEN LIGHT READERS
Registration Number:	1718098	GULLIVER BOOKS
Registration Number:	1757639	GULLIVER GREEN
Registration Number:	861720	HARBINGER
Registration Number:	2403228	HARCOURT
Registration Number:	2418049	HARCOURT
Registration Number:	2399024	HARCOURT
Registration Number:	2373758	HARCOURT
Registration Number:	2418596	HARCOURT
Registration Number:	2386508	HARCOURT

Registration Number:	2423984	HARCOURT
Registration Number:	2451688	HARCOURT
Registration Number:	2394253	HARCOURT
Registration Number:	2384169	HARCOURT
Registration Number:	1922761	HARCOURT BRACE
Registration Number:	861393	HARVEST
Registration Number:	2431544	HI
Registration Number:	2844416	HOLT
Registration Number:	2779364	HOLT
Registration Number:	2249740	HOLT CHEMFILE
Registration Number:	2303746	HOLT CHEMFILE
Registration Number:	2852163	HOLT ONLINE ESSAY SCORING
Registration Number:	2902739	HOLT ONLINE LEARNING
Registration Number:	3062822	HOLT PROFESSIONAL DEVELOPMENT
Registration Number:	3062874	HOLT PROFESSIONAL DEVELOPMENT
Registration Number:	2438434	HOLT, RINEHART AND WINSTON INTERACTIVE
Registration Number:	2008960	HRW
Registration Number:	1996112	HRW
Registration Number:	1943779	HRW MULTIMEDIA CURRICULUM SYSTEMS
Registration Number:	1948433	HRW MULTIMEDIA CURRICULUM SYSTEMS
Registration Number:	2994745	IDEA WORKS!
Registration Number:	2131889	INSTANT READERS
Registration Number:	2131892	INSTANT READERS
Registration Number:	2131920	INSTANT READERS
Registration Number:	2131917	INSTANT READERS
Registration Number:	1778520	INTERACTIVE TEACHING PAC
Registration Number:	1917740	KOMM MIT!
Registration Number:	1892133	KOMM MIT!
Registration Number:	1916397	LIBROS VIAJERO
Registration Number:	2599348	LULLABY LIGHTS
Registration Number:	1743993	M.C. LION
Registration Number:	2095020	MAGIC CARPET BOOKS
Registration Number:	2086328	MAGIC CARPET BOOKS
Registration Number:	2245170	MATEMATICAS MI VENTAJA
Registration Number:	2159672	MATH ADVANTAGE

Registration Number:	2162808	MATH ADVANTAGE
Registration Number:	3185016	MATH CENTER
Registration Number:	2574759	MATH JINGLES
Registration Number:	2503326	MATH JINGLES
Registration Number:	1692959	MATHEMATICS PLUS
Registration Number:	2853015	MILES THE MOLE
Registration Number:	2476221	MINIREAD
Registration Number:	2476222	MINIREAD
Registration Number:	2504468	MINIREAD
Registration Number:	2504467	MINI READ
Registration Number:	2495065	MISSION: COMPREHENSION
Registration Number:	1877577	MODERN BIOLOGY
Registration Number:	1916234	MODERN BIOLOGY
Registration Number:	3057147	MODERN CHEMISTRY
Registration Number:	2773458	MODERN CHEMISTRY
Registration Number:	2773499	MODERN EARTH SCIENCE
Registration Number:	2812478	MODERN EARTH SCIENCE
Registration Number:	2873633	MODERN PHYSICS
Registration Number:	2874092	MOVING INTO ENGLISH
Registration Number:	2874093	MOVING INTO ENGLISH
Registration Number:	3067477	NUEVAS VISTAS
Registration Number:	3040227	NUEVAS VISTAS
Registration Number:	2086123	ON MY OWN
Registration Number:	2446541	ONE-STOP PLANNER
Registration Number:	1984784	PATTERN MAKER
Registration Number:	1981753	PATTERN MAKER
Registration Number:	2458216	PHONICS EXPRESS
Registration Number:	2800168	POWERNOTES
Registration Number:	1914331	PROBLEM SOLVING THINK ALONG
Registration Number:	1964571	RED WAGON BOOKS
Registration Number:	3131011	REFLECTIONS
Registration Number:	3127949	REFLECTIONS
Registration Number:	2126437	RELATOS DE LA HISTORIA
Registration Number:	1977166	SCIENCE ANYTIME
Registration Number:	1778312	SCIENCEPLUS

Registration Number:	1708134	SCIENCEPLUS
Registration Number:	2133209	SILVER WHISTLE
Registration Number:	2091859	STORIES IN TIME
Registration Number:	2056152	STORIES IN TIME
Serial Number:	77024065	STORYTOWN
Serial Number:	77074802	RELATOS DE LA HISTORIA
Serial Number:	77046604	HOLT SOUNDBOOTH
Registration Number:	1979765	STRETCH YOUR THINKING
Registration Number:	1979764	TAKE ANOTHER LOOK
Registration Number:	1744519	TEACHER'S RESOURCEBANK
Registration Number:	1429047	THE BIOFILE
Registration Number:	2893957	THE INTERVENTION SOLUTION
Registration Number:	1901641	TREASURY OF LITERATURE
Registration Number:	1894104	TREASURY OF LITERATURE
Registration Number:	1894201	TREASURY OF LITERATURE
Registration Number:	1978458	USE WHAT YOU KNOW
Registration Number:	1908415	VOYAGER BOOKS
Registration Number:	2186512	WALKING BY FAITH
Registration Number:	2409976	WALKING BY FAITH
Registration Number:	1905624	WORKMAT
Registration Number:	2958353	ACCESS 21ST CENTURY
Registration Number:	2902485	ACHIEVE IT!
Registration Number:	3016479	ACTIVATE EARLY LEARNING
Registration Number:	3024883	ACTIVATE EARLY LEARNING
Registration Number:	2157157	BUILDING STRATEGIES
Registration Number:	2428222	CHIQUILIBROS
Registration Number:	2840344	CORE SKILLS
Registration Number:	2419335	
Registration Number:	2421542	
Registration Number:	1745771	
Registration Number:	2235013	EARTH: FORCES AND FORMATIONS
Registration Number:	2993480	E-ASSESSMENT
Registration Number:	2851720	E-ASSESSMENT
Registration Number:	2077060	EDL
Registration Number:	1140744	EDL READING POWER MODULE

Registration Number:	2482212	EN PAREJAS
Registration Number:	2423480	EN PAREJAS
Registration Number:	2279508	ENGLISH ASAP
Registration Number:	2278206	ENGLISH ASAP
Registration Number:	1063766	FILMSTIK
Registration Number:	2279509	FOCUS ON SCIENCE
Registration Number:	3254655	GREAT STRIDES
Registration Number:	2739262	I LEARNING ONLINE INTERACTIVE
Registration Number:	2736051	I LOLI
Registration Number:	3257646	IN STEP READERS
Registration Number:	2027056	LEARNING 100
Registration Number:	805209	LISTEN AND READ
Registration Number:	3325486	LITERACY BY DESIGN
Registration Number:	3325487	LITERACY BY DESIGN
Registration Number:	3254657	LYNX
Registration Number:	2220875	MANY PLACES, FRIENDLY FACES
Registration Number:	3042127	MAX THE BEAR
Registration Number:	2595786	ON DECK
Registration Number:	2878793	K-9 NATION
Registration Number:	2886065	ON OUR WAY TO ENGLISH
Registration Number:	2423479	PAIR-IT BOOKS
Registration Number:	2155408	PAIR-IT BOOKS
Registration Number:	2604729	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2612602	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2612374	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2607321	PHONICS BUILD-A-WORD BOOKS
Registration Number:	2111404	PHONICSMART
Registration Number:	2722469	POWER UP! BUILDING READING STRENGTH
Registration Number:	2314342	REACH FOR READING
Registration Number:	2379157	REACHING HIGHER
Registration Number:	2523933	REACHING UP
Registration Number:	2958351	READS READING EVALUATION AND DIAGNOSIS SYSTEM
Serial Number:	78819785	READ ON
Serial Number:	78819795	READ ON
Serial Number:	77054286	LYNX

Serial Number:	77024090	STORYTOWN
Serial Number:	77309860	TILT
Registration Number:	3254627	READS READING EVALUATION AND DIAGNOSTIC SYSTEM
Registration Number:	2575274	RIGBY
Registration Number:	2561211	RIGBY
Registration Number:	2533714	RIGBY
Registration Number:	2685761	RIGBY BEST TEACHERS PRESS
Registration Number:	2575415	RIGBYCAMPUS.COM
Registration Number:	2796499	RISE
Registration Number:	1819899	RSVP
Registration Number:	3171625	SAXON
Registration Number:	3171627	SAXON
Registration Number:	3224520	SAXON EARLY LEARNING
Registration Number:	3183435	SAXON EARLY LEARNING
Registration Number:	3171487	SAXON EARLY LEARNING
Registration Number:	2983481	SAXON PHONICS
Registration Number:	2906700	START SMART
Registration Number:	1739812	STECK-VAUGHN COMPANY
Registration Number:	2299950	STECK-VAUGHN PHONICS READERS PLUS
Registration Number:	2637126	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING
Registration Number:	2644358	STECK-VAUGHN SPELLING LINKING WORDS TO MEANING
Registration Number:	3256354	STEPS TO ACHIEVE
Registration Number:	2777742	STRENGTH IN NUMBERS
Registration Number:	3305783	SUMMER STUDIO
Registration Number:	3293260	SUMMER STUDIO
Registration Number:	1972667	TEST BEST
Registration Number:	2838150	THINK-ALONGS
Registration Number:	2838221	THINK-ALONGS
Registration Number:	2279507	TOOLS FOR PROBLEM SOLVING
Registration Number:	3258472	TOP LINE MATH
Registration Number:	2643847	TUGS & HUGS
Registration Number:	2143050	WHAT ABOUT
Registration Number:	2487125	WONDER WRITERS
Registration Number:	1107295	WORD CLUES
Registration Number:	509901	WORKTEXT

Registration Number:	3118881	A2L
Registration Number:	3084287	ACCESS BUILDING LITERACY THROUGH LEARNING
Registration Number:	2674598	AIM HIGHER
Registration Number:	2668121	AIM HIGHER
Registration Number:	2630457	ASSESS2
Registration Number:	2617098	ASSESS2KNOW
Registration Number:	3123903	ASSESS2KNOW
Registration Number:	3307820	ASSESS2KNOW
Registration Number:	3298540	ASSESS2KNOW
Registration Number:	2834877	ASSESS2LEARN
Registration Number:	2685403	ASSESS2LEARN
Registration Number:	2847929	ASSESS2LEARN
Registration Number:	2685407	ASSESS2LEARN
Registration Number:	2946363	BEAR BASIC EARLY ASSESSMENT OF READING
Registration Number:	2756951	BEAR BASIC EARLY ASSESSMENT OF READING
Registration Number:	3131741	BATERIA III
Registration Number:	3131805	BATERIA III WOODCOCK-MUÑOZ
Registration Number:	2605875	BEAR
Registration Number:	2769779	BEAR
Registration Number:	2605874	BEAR
Registration Number:	2828276	BEAR
Registration Number:	2939148	BEAR BASIC EARLY ASSESSMENT OF READING COMPUTER-ADMINISTERED
Registration Number:	1198662	BENDER
Registration Number:	2060454	BIBLIOBASE
Registration Number:	2063454	BIBLIOBASE
Registration Number:	2699982	CALABASH
Registration Number:	2677696	CALABASH
Registration Number:	2677781	CALABASH
Registration Number:	2677695	CALABASH
Registration Number:	2677699	CALABASH PROFESSIONAL LEARNING SYSTEMS
Registration Number:	3322223	CLARION BOOKS
Registration Number:	2767185	CLASSWELL
Registration Number:	2528574	CLASSWELL
Registration Number:	2612696	CLASSWELL

Registration Number:	2528576	CLASSWELL LEARNING GROUP
Registration Number:	2363237	CLASSZONE
Registration Number:	1492201	COGAT
Registration Number:	2364704	COMPUSCORE
Registration Number:	2970644	CONCENTRATE ON!
Registration Number:	2402896	CREATING AMERICA
Registration Number:	3125501	DAR DIAGNOSTIC ASSESSMENTS OF READING
Registration Number:	1708124	DARTTS
Registration Number:	1718054	DARTTS DIAGNOSTIC ASSESSMENTS OF READING WITH TRIAL TEACHING STRATEGIES
Registration Number:	2358372	DATA PLACE
Registration Number:	3052876	EARLY SUCCESS
Registration Number:	2581317	EAROBICS
Registration Number:	2637359	EAROBICS
Registration Number:	2537250	EAROBICS BUILDS BETTER READERS
Registration Number:	2530620	EAROBICS BUILDS BETTER READERS
Registration Number:	2618796	EAROBICS LITERACY LAUNCH
Registration Number:	2140700	EDUCATION PLACE
Registration Number:	1955517	EDUSOFT
Registration Number:	2267215	EDUSPACE
Registration Number:	2081479	EVERY DAY COUNTS
Registration Number:	3025499	FIVE LITTLE MONKEYS
Registration Number:	2070757	FLASHGUIDE
Registration Number:	2931060	GAMEGOO
Registration Number:	2444444	GATES-MACGINITIE READING TESTS
Registration Number:	2444443	GATES-MACGINITIE READING TESTS
Registration Number:	2908088	GEOLOGYLINK
Registration Number:	2541880	GEOLOGYLINK
Registration Number:	2719172	GEOMETREATS
Registration Number:	2438599	GMRT
Registration Number:	2919657	GRAPHIA
Registration Number:	2919654	GRAPHIA
Registration Number:	2065921	GREAT SOURCE
Registration Number:	2133119	GREAT SOURCE
Registration Number:	2131062	GREAT SOURCE

Registration Number:	3185312	GREAT SOURCE PROGRESS PLUS
Registration Number:	3072642	GREAT SOURCE READING ADVANTAGE
Registration Number:	3113529	GREAT SOURCE READING ADVANTAGE
Registration Number:	2007016	GREAT START
Registration Number:	1106063	H HEATH
Registration Number:	0917233	HEATH
Registration Number:	2769881	HM MATHSPACE
Registration Number:	2725551	HM MATHSPACE
Registration Number:	2765159	HM MATHSPACE
Registration Number:	2589754	HMCLASSPREP
Registration Number:	1700276	HOUGHTON MIFFLIN
Registration Number:	0432144	
Registration Number:	2285490	HOUGHTON MIFFLIN
Registration Number:	2140707	HOUGHTON MIFFLIN EDUCATION PLACE
Registration Number:	2267214	HOUGHTON MIFFLIN EDUSPACE
Registration Number:	2132119	HOUGHTON MIFFLIN SCHOOL DIRECT
Registration Number:	2816661	INSIDE WRITING
Registration Number:	1517921	IOWA TESTS OF BASIC SKILLS
Registration Number:	1516069	IOWA TESTS OF EDUCATIONAL DEVELOPMENT
Registration Number:	2964654	IOWA TESTS OF EDUCATIONAL DEVELOPMENT
Registration Number:	1477647	ITBS
Registration Number:	1496736	ITED
Registration Number:	2743316	KAUFMAN FOCUS GUIDES
Registration Number:	2080116	KEYTAB
Registration Number:	2640297	LAHASKA PRESS
Registration Number:	2678779	LAHASKA PRESS
Registration Number:	2474067	LANGUAGE NETWORK
Registration Number:	2407034	LANGUAGE NETWORK
Registration Number:	3081315	LARSON LEARNING
Registration Number:	2711266	LEARNER PROFILE
Registration Number:	2652381	LEARNING MILESTONES
Registration Number:	2586557	LOGRAMOS
Registration Number:	2766610	LOGRAMOS
Registration Number:	2752362	MATH TRIPS
Registration Number:	1960350	MCDUGAL LITTELL

Registration Number:	3283406	MCDUGAL LITTELL RESOURCES2GO
Registration Number:	3275893	MCDUGAL LITTELL RESOURCES2GO
Registration Number:	2662865	MEASURING LESS WOULD BE UNBEARABLE
Registration Number:	2570968	MIKE MULLIGAN AND HIS STEAM SHOVEL
Registration Number:	2570958	MIKE MULLIGAN AND HIS STEAM SHOVEL
Registration Number:	2569455	MIKE MULLIGAN AND HIS STEAM SHOVEL
Registration Number:	2570959	MIKE MULLIGAN AND HIS STEAM SHOVEL
Registration Number:	1696070	
Registration Number:	1378958	
Registration Number:	0396355	
Registration Number:	2289050	
Registration Number:	2838196	MORE THAN JUST TEACHING TO THE TEST
Registration Number:	2124230	NEW WAYS TO KNOW
Registration Number:	2159564	NEW WAYS TO KNOW
Registration Number:	2209397	NEW WAYS TO KNOW
Registration Number:	2373830	NEXTEXT
Registration Number:	2386341	NEXTEXT
Registration Number:	2468339	NJPASS
Registration Number:	1563337	NPSS
Registration Number:	1691439	PETERSON FIELD GUIDE SERIES
Registration Number:	1697568	PETERSON FIELD GUIDES
Registration Number:	1697567	PETERSON FIRST GUIDES
Registration Number:	2067972	PETERSON FLASHGUIDES
Registration Number:	2405223	PETERSON MULTIMEDIA GUIDES
Registration Number:	0937608	PHONICS WE USE
Registration Number:	2465297	PSYCHABILITIES
Registration Number:	2465295	PSYCHABILITIES
Registration Number:	3144042	QUALLS EARLY LEARNING INVENTORY
Registration Number:	3144043	QUALLS EARLY LEARNING INVENTORY
Registration Number:	2740044	READ UP!
Registration Number:	2734492	READ UP!
Registration Number:	2770050	REPORTEXPRESS
Registration Number:	0767596	RIVERSIDE
Registration Number:	1579602	RIVERSIDE SCORING SERVICE
Registration Number:	2253328	RLSS

TRADEMARK

REEL: 003696 FRAME: 0328

Registration Number:	2820289	SCANEXPRESS
Registration Number:	2719067	SCHOOL DIRECT
Registration Number:	3294472	SCIENCE ASSESSMENT SERIES
Registration Number:	2595962	SCIENCESAURUS
Registration Number:	2672669	SKILLSTUTOR
Registration Number:	3242812	SKILLSURFER
Registration Number:	3240280	SKILLSURFER
Registration Number:	3240281	SKILLSURFER
Registration Number:	3242813	SKILLSURFER
Registration Number:	3240279	SKILLSURFER THE ONLINE PIPELINE TO STUDENT PERFORMANCE
Registration Number:	3242811	SKILLSURFER THE ONLINE PIPELINE TO STUDENT PERFORMANCE
Registration Number:	3240278	SKILLSURFER THE ONLINE PIPELINE TO STUDENT PERFORMANCE
Registration Number:	3240277	SKILLSURFER THE ONLINE PIPELINE TO STUDENT PERFORMANCE
Registration Number:	2630459	SOLUTIONS FOR LITERACY AND LANGUAGE
Registration Number:	2613763	SOLUTIONS FOR LITERACY AND LANGUAGE
Registration Number:	2579757	SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY
Registration Number:	2800571	SOUND FOUNDATIONS FOR LANGUAGE AND LITERACY
Registration Number:	2300905	SPELLER COASTER!
Registration Number:	2300715	SPELLING SPREE
Registration Number:	2474487	SUMMER SUCCESS
Registration Number:	2474488	SUMMER SUCCESS
Registration Number:	0978877	VERFLEX
Serial Number:	77152773	STECK-VAUGHN
Serial Number:	77152996	STECK-VAUGHN
Serial Number:	77056191	VOCABULARY ADVANTAGE
Registration Number:	1476831	TAP
Registration Number:	1560818	TAYLOR'S GUIDE
Registration Number:	2140798	TAYLOR'S WEEKEND GARDENING GUIDES
Registration Number:	1619232	TEST ALERT
Registration Number:	3187806	THE 100 WORDS
Registration Number:	3062003	THE 100 WORDS
Registration Number:	2497860	THE BEST AMERICAN ESSAYS

Registration Number:	2681630	THE BEST AMERICAN SERIES
Registration Number:	2681631	THE BEST AMERICAN SERIES
Registration Number:	2511833	THE BEST AMERICAN SHORT STORIES
Registration Number:	1702915	THE COMPUTER LEARNING WORKS INC
Registration Number:	2549134	THE IOWA TESTS
Registration Number:	2549130	THE IOWA TESTS
Registration Number:	2401884	THE NAME THE EXPERTS TRUST
Registration Number:	2274488	THE WRITE TRAITS
Registration Number:	3313132	TURNING INFORMATION INTO ACHIEVEMENT
Registration Number:	2851609	TUTOR PLACE
Registration Number:	2265725	UNIT
Registration Number:	2265726	UNIT UNIVERSAL NONVERBAL INTELLIGENCE TEST
Registration Number:	2434289	VISUAL GRAMMAR
Registration Number:	2264955	WACKY WEB TALES
Registration Number:	2621891	WE BUILD BETTER READERS
Registration Number:	2613182	WE BUILD BETTER READERS
Registration Number:	2456103	WJ-III
Registration Number:	2458192	WJ III
Registration Number:	2458191	WJ III
Registration Number:	2458193	WJ III
Registration Number:	3182305	WJ III DIAGNOSTIC READING BATTERY
Registration Number:	1803155	WJ-R
Registration Number:	3170450	WJ III DIAGNOSTIC READING BATTERY
Registration Number:	1801920	WOODCOCK-JOHNSON
Registration Number:	3161467	WOODCOCK-MUÑOZ LANGUAGE SURVEY
Registration Number:	2081480	WRITE SOURCE
Registration Number:	3033906	WRITE SOURCE
Registration Number:	2274468	WRITE TRAITS
Registration Number:	2854618	WRITE TRAITS
Registration Number:	3315422	WRITESPACE
Registration Number:	3200139	QELI
Registration Number:	2074846	CURIOUS GEORGE
Registration Number:	2155103	CURIOUS GEORGE
Registration Number:	2281854	CURIOUS GEORGE
Registration Number:	1409558	CURIOUS GEORGE

Registration Number:	1292195	CURIOUS GEORGE
Registration Number:	2404643	CURIOUS GEORGE
Registration Number:	2363138	CURIOUS GEORGE
Registration Number:	2409189	CURIOUS GEORGE
Registration Number:	2404644	CURIOUS GEORGE
Registration Number:	2406887	CURIOUS GEORGE
Registration Number:	2421846	CURIOUS GEORGE
Registration Number:	2498661	CURIOUS GEORGE
Registration Number:	2376199	CURIOUS GEORGE
Registration Number:	2365348	CURIOUS GEORGE
Registration Number:	2493546	CURIOUS GEORGE
Registration Number:	2588017	CURIOUS GEORGE
Registration Number:	3199754	CURIOUS GEORGE
Serial Number:	77071621	2KNOW!
Serial Number:	76634257	A2L
Serial Number:	76674697	DEFINE-A-THON
Serial Number:	76679673	EAROBICS
Serial Number:	76678733	ESSAYSMART
Serial Number:	76591699	FIVE LITTLE MONKEYS
Serial Number:	76591696	FIVE LITTLE MONKEYS
Serial Number:	76591695	FIVE LITTLE MONKEYS
Serial Number:	78350957	FIVE LITTLE MONKEYS
Serial Number:	76677994	ISUCCEED MATH
Serial Number:	76677991	ISUCCEED MATH
Serial Number:	76677990	ISUCCEED MATH
Serial Number:	76675776	MARINER
Serial Number:	76671044	
Serial Number:	76677992	PETERSON REFERENCE GUIDES
Serial Number:	76677993	PETERSON REFERENCE GUIDES SERIES
Serial Number:	76642915	SCIENCE ASSESSMENT SERIES
Serial Number:	76642917	SCIENCE ASSESSMENT SERIES
Serial Number:	76682829	TOTAL PRACTICE ZONE
Serial Number:	76642919	UNIT GAT
Serial Number:	76642918	UNIT GAT
Serial Number:	76642913	UNIT GROUP ABILITIES TEST

Serial Number:	76642914	UNIT GROUP ABILITIES TEST
Serial Number:	76663576	WJ III NU
Serial Number:	76663575	WJ III NU

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3016380511
Email: ipresearchplus@comcast.net
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	32574
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	01/14/2008

Total Attachments: 9
source=32574#page1.tif
source=32574#page2.tif
source=32574#page3.tif
source=32574#page4.tif
source=32574#page5.tif
source=32574#page6.tif
source=32574#page7.tif
source=32574#page8.tif
source=32574#page9.tif

MEZZANINE TRADEMARK SECURITY AGREEMENT, dated as of December 12, 2007, among CLASSROOM CONNECT, INC., a Delaware corporation, GREENWOOD PUBLISHING GROUP, INC., a Delaware corporation, HMH PUBLISHERS LLC, a Delaware Limited Liability company, HMH SUPPLEMENTAL PUBLISHERS INC., a Delaware corporation; and HOUGHTON MIFFLIN HARCOURT PUBLISHING COMPANY, a Delaware corporation (each a “Grantor” and, collectively, the “Grantors”), and CREDIT SUISSE, CAYMAN ISLANDS BRANCH, as collateral agent (the “Collateral Agent”).

Reference is made to the Mezzanine Guarantee and Collateral Agreement dated as of December 12, 2007 (as amended, supplemented or otherwise modified from time to time, the “Security Agreement”), among Riverdeep Education Limited (in the process of changing its name to HMH Publishing Company Limited) (“Holdings”), Houghton Mifflin Harcourt Publishers Inc. (“HMHP”), HMH Publishers LLC (“Publishers”) and Houghton Mifflin Harcourt Publishing Company (“HMCo”, and, together with HMHP and Publishers, collectively, the “Borrower”), the subsidiaries of Holdings party thereto and the Collateral Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Mezzanine Credit Agreement dated as of December 12, 2007 (as amended, supplemented or otherwise modified from time to time, the “Mezzanine Credit Agreement”). The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Grantors are affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Mezzanine Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, 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 Security Agreement. The rules of construction specified in Section 1.01(b) of the Security Agreement also apply to this Agreement.

SECTION 2. *Grant of Security Interest.* As security for the payment or performance, as the case may be, in full of the Obligations (and, to the extent provided in Section 7.01(b) of the Security Agreement, the HM 7.20% Notes Obligations), each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties (and, to the extent provided in Section 7.01(b) of the Security Agreement, the HM 7.20% Noteholders), a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the “Trademark Collateral”):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos,

other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any political subdivision thereof, and all extensions or renewals thereof, listed on Schedule I (the “*Trademarks*”);

(b) all goodwill associated with or symbolized by the Trademarks; and

(c) all assets, rights and interests that uniquely reflect or embody the Trademarks.


SECTION 3. *Security 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 Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Security 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 Security Agreement, the terms of the Security Agreement shall govern.

CREDIT SUISSE, CAYMAN ISLANDS
BRANCH, as Collateral Agent,

by


Name: JUDITH E. SMITH
Title: DIRECTOR

by


Name: DOREEN BARR
Title: VICE PRESIDENT

[SIGNATURE PAGE TO MEZZANINE TRADEMARK SECURITY AGREEMENT]

CLASSROOM CONNECT, INC.,

by



Name: William Bayers

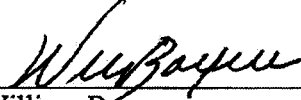
Title: Senior Vice President

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

TRADEMARK
REEL: 003696 FRAME: 0336

GREENWOOD PUBLISHING GROUP,
INC.,

by



Name: William Bayers

Title: Senior Vice President

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

TRADEMARK
REEL: 003696 FRAME: 0337

HMH PUBLISHERS LLC,

by



Name: William Bayers

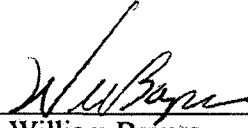
Title: Proper Officer

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

TRADEMARK
REEL: 003696 FRAME: 0338

HMH SUPPLEMENTAL PUBLISHERS
INC.,

by



Name: William Bayers

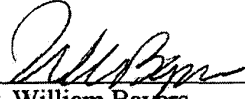
Title: Senior Vice President

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

TRADEMARK
REEL: 003696 FRAME: 0339

HOUGHTON MIFFLIN HARCOURT
PUBLISHING COMPANY,

by



Name: William Bayers

Title:

[SIGNATURE PAGE TO MEZZANINE TRADEMARK AGREEMENT]

RECORDED: 01/14/2008

TRADEMARK
REEL: 003696 FRAME: 0340