



## EXHIBIT 2d

PEARSON

INVOICE#S  
218373  
218374  
218372  
218370  
218369

**Karen Corliss**  
Photo Permissions Editor  
Curriculum Group

**Pearson**  
1900 East Lake Avenue  
Glenview, IL 60025  
Telephone: 847.486.2257  
Fax: 847.486.2394  
www.PearsonSchool.com

Date: November 23, 2009  
To: Minden

Pearson Education, Inc., ("Publisher") is currently working on a program tentatively entitled **Elementary Science** ("Program"). The Program includes components as listed on the attached Billing Request, that will be made available in print and/or electronic formats, including tangible physical formats, audio/visual formats, network based formats, and password protected websites.

**Billing Requests: PR43839, PR43841, PR43846, PR43847, PR43880**

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Sincerely,

Julie Orr  
Image Manager, Rights and Permissions

Accepted and agreed to by Chris Carey  
Signature  
Name (Print) Chris Carey  
Job Title \_\_\_\_\_  
Date 12/3/09

PAJO 10/31/08



### Science

Permission Work Order Number **PR43841**

Program Name Science  
 Publication Date \*2005  
 Distribution North America  
 Language English & Spanish  
 Print Circulation 100,000  
 Electronic Rights Yes  
 Term 10 yrs.

### Minden Pictures

558 Main Street  
 Watsonville, CA 95076  
 Phone: 831.761.3600  
 Fax: 831.761.3233

Pearson  
 1900 East Lake Avenue  
 Glenview, IL 60025

\*Originally published in 2005- ongoing  
 Requesting print quantity extension

Please submit one invoice with each Permission Work Order to Pearson, Attn: Karen Corliss in the attached envelope. Please include the following on your invoice:

- Program Name
- Permission Work Order Number
- "Payable To" information

Call Karen Corliss at 847-486-2257 or send email to karen.corliss@pearson.com with questions.

*\$ 2812.*

**Total** ~~\$1443.00~~

### SE Grade 3

Image Number	Description	Page	Location	Usage	Type	Size	Usage Fee
085151	Black-footed ferret peering from burrow	041d	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> <i>\$148</i>
<i>Jim Brandenburg/Minden Pictures</i>							
<i>X</i> 127566	Four burrowing owls atop a termite mound	041b	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del>
<i>Frans Lanting Photography</i>							
<i>X</i> 019379	Juvenile brown pelican calling	049b	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del>
<i>Frans Lanting Photography</i>							
160836	Crab spider camouflaged on flower	051e	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> <i>\$148</i>
<i>©Michael Quinton/Minden Pictures</i>							
971911	Lionfish	051f	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> <i>\$148</i>
<i>©Chris Newbert/Minden Pictures</i>							
201260	Chimpanzee teaching young male to use fishing tool	053a	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> <i>\$148</i>
<i>©Gerry Ellis/Minden Pictures</i>							
090451	Foraging bull moose shedding velvet from antlers	083b	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> <i>\$148</i>
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116633	Baptism River, Minnesota	083c	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> <i>\$148</i>
<i>©Jim Brandenburg/Minden Pictures</i>							
112491	Beaver cutting branch	083c	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> <i>\$148</i>
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Design Manager / Outside Designer Approval

510879	Palm viper, Amazon rainforest, Peru	085b	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> \$148
©Michael & Patricia Fogden/Minden Pictures							
141530	Bromeliads growing along stream in Bocaina National Park, Atlantic Rainforest, Brazil	085c	Book Interior	Reuse (New Edition)	Digital	3/4 pg	<del>\$74.00</del> \$148
©Tui De Roy/Minden Pictures							
300053	Woolly monkey sitting in tree, Amazon ecosystem, Brazil	084a	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> \$148
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340372	Black-tailed prairie dog eating grass	108b	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> \$148
©Yva Momatiuk/John Eastcott/Minden Pictures							
085152d	Black-footed ferret	109a	Book Interior	Multiple Use	Digital	1/4 pg	<del>\$37.00</del> 148
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203662	Douglas fir forest	110b	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> 148
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116620	Mushrooms growing on log in forest	119a	Book Interior	Reuse (New Edition)	Digital	1/4 pg	<del>\$74.00</del> 148
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116593	American Black Ducks on Lake in Thunderstorm, North Woods, Minnesota	150a	Book Interior	Reuse (New Edition)	Digital	Full pg	<del>\$74.00</del> \$148
©Jim Brandenburg/Minden Pictures							
116620	Mushrooms growing on log in forest	099e	Book Interior	Multiple Use	Digital	1/4 pg	<del>\$37.00</del> \$148
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085152d	Black-footed ferret	133	Book Interior	Multiple Use	Digital	1/4 pg	\$37.00
Minden Pictures							
<del>127566</del>	<del>Four burrowing owls atop a termite mound</del>	<del>039</del>	<del>Book Interior</del>	<del>Multiple Use</del>	<del>Digital</del>	<del>1/4 pg</del>	<del>\$37.00</del>
<del>Frans Lanting Photography</del>							
116593	American Black Ducks on Lake in Thunderstorm, North Woods, Minnesota	146	Book Interior	Multiple Use	Digital	Full pg	<del>\$37.00</del> \$148
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116593	American Black Ducks on Lake in Thunderstorm, North Woods, Minnesota	149	Book Interior	Multiple Use	Digital	1/4 pg	<del>\$37.00</del> \$148
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<del>127566</del>	<del>Four burrowing owls atop a termite mound</del>	<del>v</del>	<del>Book Interior</del>	<del>Multiple Use</del>	<del>Digital</del>	<del>1/2 pg</del>	<del>\$37.00</del>
<del>Frans Lanting Photography</del>							

## STOCK PHOTO INVOICE

Pearson  
1900 East Lake Ave

Glenview, IL 60025

Attention: Karen Corliss

Date : 12-03-09

Invoice # : 218370

Job No.

P.O. No. : PR43841

Web Order # : NONE

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PHOTO	DESCRIPTION	PHOTOGRAPHER	FORMAT/USE	FEE
085151	Black-footed Ferret (Mustela)	Jim Brandenburg	1/4p txbk reuse	148.00
085152	Black-footed Ferret (Mustela)	Jim Brandenburg	1/4p txbk reuse multi	148.00
085152	Black-footed Ferret (Mustela)	Jim Brandenburg	1/4p txbk reuse	148.00
090451	Moose (Alces americanus)	Michic Hoshino	1/4p txbk reuse	148.00
112491	American Beaver (Castor)	Jim Brandenburg	1/4p txbk	148.00
116593	American Black Duck (Anas)	Jim Brandenburg	FP txbk reuse	148.00
116593	American Black Duck (Anas)	Jim Brandenburg	FP txbk reuse multi	148.00
116593	American Black Duck (Anas)	Jim Brandenburg	1/4p txbk reuse multi	148.00
116620	Mushrooms growing on log,	Jim Brandenburg	1/4p txbk reuse	148.00
116620	Mushrooms growing on log,	Jim Brandenburg	1/4p txbk reuse multi	148.00
116633	Baptism River, Northwoods,	Jim Brandenburg	1/4p txbk reuse	148.00
141530	Bromeliad (Bromeliaceae)	Tui De Roy	3/4p txbk reuse	148.00
160836	Crab Spider (Thomisidae)	Michael Quinton	1/4p txbk reuse	148.00
201260	Chimpanzee (Pan troglodytes)	Gerry Ellis	1/4p txbk reuse	148.00
203662	Douglas Fir (Pseudotsuga)	Gerry Ellis	1/4p txbk reuse	148.00
300053	Humboldt's Woolly Monkey	Claus Meyer	1/4p txbk reuse	148.00
340372	Black-tailed Prairie Dog	Yva Momatiuk & John Eastcott	1/4p txbk reuse	148.00
510879	Two-striped Forest Pit Viper	Michael & Patricia Fogden	1/4p txbk reuse	148.00
971911	Common Lionfish (Pterois)	Chris Newbert	1/4p txbk reuse	148.00

**TOTAL LICENSE FEES : \$ 2812.00**

**INVOICE TOTAL : \$ 2812.00**

**BALANCE DUE : \$ 2812.00**

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PHOTO	DESCRIPTION	PHOTOGRAPHER	FORMAT/USE	FEE
<b>TOTAL LICENSE FEES :</b>				<b>\$ 2812.00</b>
<b>INVOICE TOTAL :</b>				<b>\$ 2812.00</b>
<b>BALANCE DUE :</b>				<b>\$ 2812.00</b>

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