
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2005

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 333-109381

Hights Cross Communications, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

*(State or Other Jurisdiction of
Incorporation)*

**10 New King Street
White Plains, NY**

(Address of Principal Executive Offices)

13-4087398

*(I.R.S. Employer
Identification Number)*

10604

(Zip Code)

Registrant's telephone number, including area code:

(914) 289-9400

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The registrant had 20,008,300 shares of Common Stock, par value \$0.001 per share, outstanding as of November 14, 2005.

HAIGHTS CROSS COMMUNICATIONS, INC.

**Quarterly Report for the
Quarter Ended September 30, 2005**

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HAIGHTS CROSS COMMUNICATIONS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
	<i>(In thousands)</i>			
Revenue	\$ 56,318	\$ 46,407	\$ 159,345	\$ 130,556
Costs and expenses:				
Cost of goods sold	16,540	13,848	46,315	39,840
Marketing and sales	13,709	9,967	39,303	28,117
Fulfillment and distribution	4,193	3,459	11,871	9,825
General and administrative	7,160	5,372	19,461	15,150
Amortization of pre-publication costs.....	3,404	2,164	9,444	6,576
Depreciation expense and amortization of intangibles	<u>1,325</u>	<u>752</u>	<u>3,666</u>	<u>2,033</u>
Total cost and expenses	46,331	35,562	130,060	101,541
Income from operations	9,987	10,845	29,285	29,015
Other (income) expense:				
Interest expense	15,010	12,207	43,819	35,506
Interest income	(546)	(225)	(1,237)	(542)
Amortization of deferred financing costs.....	895	732	2,685	2,178
Other (income) expense	<u>52</u>	<u>6</u>	<u>182</u>	<u>(53)</u>
Total other expenses	<u>15,411</u>	<u>12,720</u>	<u>45,449</u>	<u>37,089</u>
Loss before provision for income taxes	(5,424)	(1,875)	(16,164)	(8,074)
Provision for income taxes	<u>57</u>	<u>-</u>	<u>274</u>	<u>-</u>
Loss before discontinued operations	(5,481)	(1,875)	(16,438)	(8,074)
Discontinued operations:				
Loss from operations of discontinued operations	(25)	(79)	(3,724)	(2,404)
Loss on disposal of discontinued operations	<u>(1,057)</u>	<u>-</u>	<u>(1,050)</u>	<u>-</u>
Net Loss	(6,563)	(1,954)	(21,212)	(10,478)
Preferred stock dividends and accretion	<u>(776)</u>	<u>(710)</u>	<u>(2,255)</u>	<u>(2,010)</u>
Net loss available to common stockholders	<u>\$ (7,339)</u>	<u>\$ (2,664)</u>	<u>\$ (23,467)</u>	<u>\$ (12,488)</u>

See accompanying notes.

HAIGHTS CROSS COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	<u>September 30, 2005</u>	<u>December 31, 2004</u>
	<u>(unaudited)</u>	<u>(Note 1)</u>
ASSETS		
<i>(In thousands, except share data)</i>		
Current assets:		
Cash and cash equivalents	\$ 55,853	\$ 78,581
Accounts receivable, net	27,148	19,405
Inventory, net	23,513	20,920
Direct response advertising costs — current portion, net.....	3,913	2,516
Prepaid royalties.....	5,521	5,199
Prepaid expenses and other current assets.....	2,752	3,457
Assets of discontinued operation.....	<u>14</u>	<u>12,648</u>
 Total current assets.....	 118,714	 142,726
Pre-publication costs, net.....	41,674	34,938
Direct response advertising costs, net	7,674	6,620
Property and equipment, net	10,860	9,926
Goodwill	169,901	166,179
Intangible assets, net	27,892	20,988
Deferred financing costs, net	14,411	16,589
Other assets.....	<u>1,809</u>	<u>1,737</u>
 Total assets.....	 <u>\$ 392,935</u>	 <u>\$ 399,703</u>
LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 23,316	\$ 25,039
Accrued interest	3,755	8,387
Deferred subscription revenue.....	13,575	12,341
Current portion of long term debt.....	1,300	1,300
Liabilities of discontinued operation.....	<u>568</u>	<u>1,012</u>
 Total current liabilities	 42,514	 48,079
Long term liabilities:		
Senior secured term loan.....	126,475	127,450
11 ¾% senior notes.....	172,753	173,122
12 ½% senior discount notes	90,115	82,270
Series B senior preferred stock, mandatorily redeemable, \$.001 par value, 6,000,000 shares authorized, 2,000,230 shares issued and outstanding (aggregate liquidation value as of September 30, 2005 of \$124,488).....	122,738	108,706
Deferred gain on Series B cancellation and other long term liabilities.....	<u>4,286</u>	<u>4,637</u>
 Total long term liabilities	 516,367	 496,185
Commitments (Note 11)		
Redeemable preferred stock:		
Series A preferred stock, redeemable, \$.001 par value, 30,000 shares authorized, 22,476 shares issued and outstanding (aggregate liquidation value as of September 30, 2005 of \$35,615).....	37,683	35,627
Series C preferred stock, redeemable, \$.001 par value, 3,500 shares authorized, issued and outstanding (aggregate liquidation value as of September 30, 2005 of \$3,763)	<u>1,453</u>	<u>1,255</u>
 Total redeemable preferred stock.....	 39,136	 36,882
Stockholders' deficit:		
Common stock, \$.001 par value, 30,000,000 shares authorized, 20,006,300 shares issued and outstanding (20,000,000 as of December 31, 2004).....	20	20
Accumulated other comprehensive income.....	344	526
Accumulated deficit	<u>(205,446)</u>	<u>(181,989)</u>
Total stockholders' deficit.....	<u>(205,082)</u>	<u>(181,443)</u>
Total liabilities, redeemable preferred stock and stockholders' deficit.....	<u>\$ 392,935</u>	<u>\$ 399,703</u>

See accompanying notes.

HAIGHTS CROSS COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	<u>Nine Months Ended September 30,</u>	
	<u>2005</u>	<u>2004</u>
	<i>(In thousands)</i>	
Operating activities from Continuing Operations		
Net loss from continuing operations	\$ (16,438)	\$ (8,074)
Adjustments to reconcile net loss from continuing operations to net cash provided by operating activities:		
Non-cash interest expense.....	21,413	18,014
Allowance for doubtful accounts and obsolescence.....	3,666	2,218
Depreciation and amortization of property and equipment, pre-publication costs and intangibles.....	13,110	8,609
Amortization of deferred financing costs.....	2,685	2,178
Amortization of premium on 11 ¾% senior notes	(368)	-
Other non-operating income (loss)— non-cash	8	(213)
Changes in operating assets and liabilities:		
Accounts receivable	(9,507)	(10,005)
Inventory	(3,406)	(2,107)
Prepaid expenses, royalty advances and other current assets.....	812	207
Direct response advertising costs.....	(2,451)	(1,695)
Other assets.....	(38)	21
Accounts payable, accrued and other liabilities	(2,234)	670
Accrued interest.....	(4,632)	(3,786)
Deferred subscription revenue.....	1,041	(749)
Net cash provided by operating activities from continuing operations	<u>3,661</u>	<u>5,288</u>
Investing activities from Continuing Operations		
Additions to pre-publication costs	(16,797)	(8,648)
Additions to property and equipment.....	(2,737)	(2,269)
Additions to intangible assets	(16)	(13)
Acquisitions, net of cash acquired	(12,167)	(25,148)
Proceeds from sale of Chelsea House	<u>8,500</u>	<u>-</u>
Net cash used in investing activities from continuing operations.....	(23,217)	(36,078)
Financing activities from Continuing Operations		
Proceeds from exercise of stock options	7	-
Proceeds from 12 1/2% senior discount notes.....	-	73,653
Repayment of senior secured term loan	(975)	(750)
Repurchase of Series B senior preferred stock.....	-	(13,999)
Additions to deferred financing costs	(507)	(3,175)
Net cash (used in) provided by financing activities from continuing operations	<u>(1,475)</u>	<u>55,729</u>
Effect of exchange rates on cash.....	<u>(111)</u>	<u>11</u>
Net cash (used in) provided by discontinued operations.....	<u>(1,586)</u>	<u>558</u>
Net (decrease) increase in cash and cash equivalents	(22,728)	25,508
Cash and cash equivalents at beginning of period	<u>78,581</u>	<u>32,389</u>
Cash and cash equivalents at end of period.....	<u>\$ 55,853</u>	<u>\$ 57,897</u>

See accompanying notes.

HAIGHTS CROSS COMMUNICATIONS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands)

1. Basis of Presentation

The unaudited interim consolidated financial statements contained herein consist of the accounts of Hights Cross Communications, Inc. (the "Company" or "Hights Cross Communications"), a Delaware corporation formed in January 1997 to create and build an education and library publishing business, and its subsidiaries. The Company is a holding company that conducts all of its operations through its direct and indirect subsidiaries, including its wholly owned subsidiary Hights Cross Operating Company ("Hights Cross") and its consolidated subsidiaries.

The Company is a creator and publisher of high quality education and library materials. Products include K-12 curriculum-based student books, workbooks and study guides, test preparation publications, teacher materials, audiobooks, library books for children and young adults, and continuing professional education materials. The Company markets its products primarily to school administrators, educators, librarians and other professionals. Products are distributed via market-specific field and telesales representatives, direct mail and web/e-commerce to the North American and United Kingdom markets, and to the rest of the world via licensing and distribution arrangements.

Our business is subject to modest seasonal fluctuations. Our revenue and income from operations have historically been higher during the second and third calendar quarters. In addition, our quarterly results of operations have fluctuated in the past, and can be expected to continue to fluctuate in the future, as a result of many factors, including general economic trends; the traditional cyclical nature of educational material sales; school, library, and consumer purchasing decisions; unpredictable funding of schools and libraries by federal, state, and local governments; consumer preferences and spending trends; the need to increase inventories in advance of our primary selling season; and timing of introductions of new products.

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. The unaudited interim consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) that are, in the opinion of management, necessary for a fair statement of the consolidated results for the interim periods presented. The unaudited consolidated results of operations of interim periods are not necessarily indicative of results for a full fiscal year. All material intercompany accounts and transactions have been eliminated upon consolidation. These unaudited interim consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes for the fiscal year ended December 31, 2004. Certain prior year amounts have been reclassified to conform to the current year presentation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

2. Recent Accounting Pronouncements

In May 2005, the FASB issued Statement No. 154, "Accounting Changes and Error Corrections - A replacement of APB Opinion No. 20 and FASB Statement No. 3" ("SFAS 154"). This statement requires retrospective application to prior periods' financial statements of changes in accounting principles unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. This statement applies to all voluntary changes in accounting principles and changes required by an accounting pronouncement that does not include specific transition provisions. SFAS 154 is required to be adopted in fiscal years beginning after December 15, 2005. The Company does not expect adoption of SFAS 154 to have a material effect on its consolidated financial position, results of operations or cash flows.

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 123 (R) "Share-Based Payment," which is a revision of FASB Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation." Statement 123(R) supersedes Accounting Principal Board Opinion (APB) No. 25, "Accounting for Stock Issued to Employees," and amends FASB No. 95, "Statement of Cash Flows." Generally, the approach to accounting in SFAS 123(R) requires all stock-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. In April 2005, the Securities and Exchange Commission delayed the effective adoption to January 1, 2006 for calendar year-end companies. The Company adopted SFAS No. 123 effective January 1, 2002, and will continue to apply the minimum-value method in future periods to awards outstanding prior to January 1, 2006 which will be the date upon which the Company will adopt SFAS No. 123(R). All awards granted, modified or settled after the date of adoption shall be accounted for using the measurement, recognition and attribution provisions of SFAS No. 123(R). As such, while the adoption as of January 1, 2006 is not expected to have a material effect on the financial results or condition of the Company, we cannot predict the future impact of such adoption.

In November 2004, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 151, "Inventory Costs—an Amendment of ARB No. 43, Chapter 4" ("SFAS 151"). SFAS 151 requires that accounting for items such as idle facility expense, freight, handling costs, and wasted materials (spoilage) be recognized as current period charges regardless of whether they meet the criterion of "so abnormal." In addition, this Statement requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. This Statement is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The provision of this Statement shall be applied prospectively. The Company does not expect adoption of SFAS 151 to have a material effect on its consolidated financial position, results of operations or cash flows.

3. Acquisitions

In April 2004, the Company acquired certain assets and assumed certain liabilities of Buckle Down Publishing ("Buckle Down") which has been reported using the purchase method of accounting in the Test-prep and Intervention segment since acquisition. Buckle Down is a state test preparation publisher. Its primary product line is *Buckle Down*, a series of books written to help students prepare for and review the state educational standards assessed on high-stakes state tests. Buckle Down products are developed to specific state standards. The Company acquired Buckle Down to compliment and expand its growing Triumph Learning business which provides test-preparation materials to the supplemental education market. The net cost was \$26.3 million, consisting of consideration paid to the seller in the form of \$24.1 million cash and 3,500 shares of newly authorized Series C preferred stock with a face amount of \$1,000 per share and a cumulative 5% per year dividend compounded quarterly with a discounted value of \$1.1 million and transaction costs of \$1.1 million. This consideration exceeded the fair value of net assets acquired, resulting in goodwill of \$11.7 million. The acquisition price was subject to a working capital adjustment which was settled for \$0.1 million during the fiscal year 2004 which is included in the net cost of \$26.3 million.

In December 2004, the Company acquired certain assets and assumed certain liabilities of Options Publishing which has been reported using the purchase method of accounting and is being included in the Test-prep and Intervention segment since acquisition. Options Publishing develops and creates proprietary supplemental, instructional materials with the focus on students in kindergarten through grade eight, who need more help after using textbooks. The curriculum areas of reading, writing, math, science, parent involvement intervention and assessment are covered in depth. Options Publishing products complement the Company's growing educational product lines. The net cost was \$52.9 million, consisting of consideration paid to the seller of \$51.8 million less cash received of \$0.4 million and transaction costs of \$1.5 million, exceeded the fair value of net assets acquired, resulting in goodwill of approximately \$28.6 million.

During the quarter ended September 30, 2005, the preliminary acquisition accounting for Options Publishing was updated. Therefore, certain changes were made to goodwill that was previously reported and additional changes may be made prior to the finalization of the purchase accounting. The acquisition accounting for Buckle Down Publishing was finalized during the fiscal year 2004.

In April 2005, we acquired Scott Publishing ("Scott Publishing"), dba Personal Best® Communications, Inc. through a stock purchase, which has been reported using the purchase method of accounting and is included in the

Medical Education segment since acquisition. Scott Publishing creates employee wellness newsletters, calendars and web-based products that provide information and guidance on individual and family issues related to health, wellness, nutrition, and safety. The Company acquired Scott Publishing to extend its Wellness product offerings. The net cost was \$3.6 million, consisting of consideration paid to the seller of \$3.1 million, cash paid to retire existing Scott Publishing debt obligations of \$0.3 million and transaction costs paid in cash of \$0.3 million, less cash received of \$0.1 million. The net cost exceeded the fair value of net assets acquired, resulting in goodwill of \$1.7 million.

The preliminary acquisition accounting for Scott Publishing has been updated for work completed during the progress of an independent valuation of intangible assets. Therefore, certain changes were made to the assets and liabilities and intangible balances that were previously reported and additional changes may be made prior to the finalization of the purchase accounting.

In June 2005, we acquired CMEinfo (“CMEinfo”) through a stock purchase, which has been reported using the purchase method of accounting and is included in the Medical Education segment since acquisition. CMEinfo publishes self-study continuing medical education, or CME, courses. The Company acquired CMEinfo to extend its continuing medical education offerings. The net cost was \$8.4 million, consisting of consideration paid to the seller of \$7.2 million, including \$1.7 million placed in an escrow account, cash paid to retire existing CMEinfo debt obligations of \$0.1 million and transaction costs of \$1.1 million. The net cost exceeded the fair value of net assets acquired, resulting in goodwill of \$2.9 million.

The preliminary acquisition accounting previously recorded for CMEinfo has been updated for the progress of the independent valuation of the intangible assets and the consolidation plan under which we recorded liabilities for severance and lease abandonment. Therefore, certain changes were made to the assets and liabilities and intangible balances that were previously reported and additional changes may be made prior to the finalization of the purchase accounting.

The following table summarizes the estimated fair values of the assets acquired and the liabilities assumed at the respective effective dates of the acquisition:

	Buckle Down	Options Publishing	Scott	CMEinfo
Working capital, net (excluding cash acquired)	\$ 1,769	\$ 1,865	\$ 177	\$ (153)
Pre-publication costs.....	3,600	5,570	100	980
Property and equipment.....	193	1,929	-	92
Intangibles	<u>9,000</u>	<u>14,930</u>	<u>1,640</u>	<u>4,570</u>
Net assets acquired	14,562	24,294	1,917	5,489
Goodwill recorded	<u>11,717</u>	<u>28,577</u>	<u>1,696</u>	<u>2,906</u>
Net cost.....	<u>\$ 26,279</u>	<u>\$ 52,871</u>	<u>\$ 3,613</u>	<u>\$ 8,395</u>

Pro Forma Financial Information

The following unaudited pro forma statement of operations is presented as if Buckle Down Publishing and Options Publishing acquisitions have been consummated as of the beginning of the 2004.

	HCC as Reported	Proforma Buckle Down	Proforma Options Publishing	HCC Proforma
For the three months ended September 30, 2004				
Revenue	\$ 46,407	\$ -	\$ 3,540	\$ 49,947
Cost of goods sold	13,848	-	584	14,432
Marketing and sales	9,967	-	1,673	11,640
Fulfillment and distribution	3,459	-	213	3,672
General and administrative	5,372	-	297	5,669
Amortization of pre-publication costs	2,164	-	363	2,527
Depreciation expense.....	582	-	31	613
Amortization of intangibles	<u>170</u>	<u>-</u>	<u>366</u>	<u>536</u>
Income from operations.....	10,845	-	13	10,858
Other expense	<u>12,720</u>	<u>-</u>	<u>1,828</u>	<u>14,548</u>
Loss before discontinued operations.....	(1,875)	-	(1,815)	(3,690)
Loss from discontinued operations.....	<u>(79)</u>	<u>-</u>	<u>-</u>	<u>(79)</u>
Net loss.....	<u>\$ (1,954)</u>	<u>\$ -</u>	<u>\$ (1,815)</u>	<u>\$ (3,769)</u>

	HCC as Reported	Proforma Buckle Down	Proforma Options Publishing	HCC Proforma
For the nine months ended September 30, 2004				
Revenue	\$ 130,556	\$ 2,721	\$ 15,640	\$ 148,917
Cost of goods sold	39,840	634	2,830	43,304
Marketing and sales	28,117	634	4,878	33,629
Fulfillment and distribution	9,825	295	750	10,870
General and administrative	15,150	381	855	16,386
Amortization of pre-publication costs	6,576	540	1,089	8,205
Depreciation expense	1,715	29	83	1,827
Amortization of intangibles	<u>318</u>	<u>491</u>	<u>1,098</u>	<u>1,907</u>
Income (loss) from operations	29,015	(283)	4,057	32,789
Other expense	<u>37,089</u>	<u>103</u>	<u>5,296</u>	<u>42,488</u>
Loss before discontinued operations	(8,074)	(386)	(1,239)	(9,699)
Loss from discontinued operations	<u>(2,404)</u>	<u>-</u>	<u>-</u>	<u>(2,404)</u>
Net loss	<u>\$ (10,478)</u>	<u>\$ (386)</u>	<u>\$ (1,239)</u>	<u>\$ (12,103)</u>

Pro-forma statements of operations are not presented for CMEinfo and Scott Publishing, as these acquisition amounts are not material to the consolidated financial statements.

4. Inventory

Inventory consists of the following:

	September 30, 2005	December 31, 2004
Supplies	\$ 1,083	\$ 799
Work-in-process	824	783
Finished goods	<u>24,175</u>	<u>21,370</u>
	26,082	22,952
Less allowance for obsolescence	<u>2,569</u>	<u>2,032</u>
	<u>\$ 23,513</u>	<u>\$ 20,920</u>

5. Pre-publication Costs

Pre-publication costs consists of the following:

	September 30, 2005	December 31, 2004
Pre-publication costs	\$ 87,264	\$ 71,279
Less accumulated amortization	<u>45,590</u>	<u>36,341</u>
	<u>\$ 41,674</u>	<u>\$ 34,938</u>

Amortization of pre-publication costs for the quarters ended September 30, 2005 and 2004 was \$3.4 million and \$2.2 million, respectively. Amortization of pre-publication costs for the nine months ended September 30, 2005 and 2004 was \$9.4 million and \$6.6 million, respectively.

6. Dispositions

In August 2005, the Company adopted a formal plan to sell and sold the Chelsea House Publishing business, reported within the K-12 Supplemental Education segment. Management believes that the sale of this business allows the Company to focus on market segments with more attractive growth opportunities. Chelsea House creates and publishes hard-cover, non-fiction books for children and young adults that are sold to public and school libraries located throughout the United States. In connection with the valuation of the business for sale, the carrying amounts of the assets and liabilities of Chelsea House were adjusted on June 30, 2005 for a \$3.2 million impairment of pre-publication cost. The impairment loss was calculated during the final negotiations of a selling price for Chelsea House, when it was determined that the fair value of the assets and liabilities to be sold was less than the current net book value. This loss was presented as a component of operating income for Chelsea House. The results of operations of Chelsea House have been classified as discontinued operations in the accompanying consolidated financial statements for all periods presented.

The operating results of Chelsea House for the three and nine months ended September 30, 2005 and 2004 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2005	2004	2005	2004
	(Unaudited)			
Revenue	\$ 1,266	\$ 2,306	\$ 6,594	\$ 8,613
Cost of goods sold	344	590	2,061	4,331
Marketing and sales	317	582	1,622	1,733
Fulfillment and distribution	77	239	606	744
General and administrative	326	331	980	2,053
Amortization of pre-publication costs	217	610	1,770	2,058
Impairment loss – pre-publication costs	-	-	3,211	-
Depreciation expense	10	33	68	98
Loss from operations	<u>\$ (25)</u>	<u>\$ (79)</u>	<u>\$ (3,724)</u>	<u>\$ (2,404)</u>

On August 9, 2005, the assets and liabilities of Chelsea House were sold for gross proceeds of \$9.0 million, consisting of consideration received from the buyer of \$8.5 million and \$0.5 million placed in an escrow account. A loss of \$1.0 million, presented as a loss on disposal of discontinued operations, was recorded on the sale and represents the accrual for disposal cost consisting of accrued lease costs and severance. At September 30, 2005, there was \$0.6 million of this accrual remaining. The carrying amounts of Chelsea House's assets and liabilities as of August 8, 2005 were as follows:

	August 8, 2005
	(Unaudited)
Assets and liabilities:	
Working capital, net (excluding cash)	\$ 5,000
Pre-publication costs, net	3,897
Property and equipment, net	<u>156</u>
Net assets on date of sale	<u>\$ 9,053</u>
Calculation of loss on sale:	
Proceeds	\$ 9,000
Less: accrued transaction costs	(970)
Less: book value of net assets sold	<u>(9,053)</u>
Loss on disposal of Chelsea House	<u>\$ 1,023</u>

In addition to the \$1.0 million loss on the disposal of Chelsea House publishers a \$0.1 million expense for Coriolis was recorded for a total loss on disposal for the period of \$1.1 million. Coriolis was discontinued during 2002.

7. Goodwill and Intangibles

The Company recorded intangible asset additions with the acquisitions of Buckle Down Publishing and Options Publishing of \$9.0 million and \$14.9 million, respectively. The preliminary acquisition accounting for Options Publishing was updated during the nine months ended September 30, 2005 and values assigned to the intangible asset classes and the related amortization of intangibles have changed, based on an independent valuation of Options Publishing's intangible assets. During the quarter ended June 30, 2005, the Company recorded intangible assets with the acquisitions of *CMEInfo*.and Scott Publishing and has updated the valuations for these acquisitions in the quarter ended September 30, 2005. As of September 30, 2005, the Company recorded intangible assets of \$4.6 million and \$1.6 million, for the acquisitions of *CMEInfo*.and Scott Publishing respectively. A summary of consolidated intangible asset values is as follows:

Definite Life Assets	Lives	September 30,	December 31,
		2005	2004
Customer list.....	10 years	\$ 23,670	\$ 18,050
Noncompete agreements.....	2-5 years	1,755	750
Other.....	5-7 years	150	158
		25,575	18,958
Less: accumulated amortization		(2,464)	(670)
		23,111	18,288
Trademarks	Indefinite	4,781	2,700
Net intangible assets		\$ 27,892	\$ 20,988

Amortization expense, which is reported in the line item depreciation expense and amortization of intangibles on the consolidated statement of operations for the three and nine months ended September 30, 2005 was \$0.6 million and \$1.8 million, respectively. Amortization expense for the three and nine months ended September 30, 2004 was \$0.2 million and \$0.3, respectively.

Based on the current amount of intangibles subject to amortization, the estimated amortization expense for each of succeeding five years is as follows:

	Total
Amortization of intangibles:	
2005.....	\$ 2,437
2006.....	2,570
2007.....	2,563
2008.....	2,557
2009.....	2,508

A summary of the change in the Company's goodwill during the nine months ended September 30, 2005 is as follows:

Goodwill, December 31, 2004.....	\$ 166,179
Add:	
Purchase accounting adjustments for Options Publishing acquisition	(839)
Acquisition of CME Info.....	2,906
Acquisition of Scott Publishing	1,696
Other.....	(41)
Goodwill, September 30, 2005.....	\$ 169,901

The full value assigned to goodwill in connection with the Options Publishing, Buckle Down, Scott Publishing and CMEInfo acquisitions will be deductible for income tax purposes.

Goodwill was tested for impairment as of October 2004 as required by SFAS 142. The Company concluded that none of its goodwill was impaired. Fair value was estimated using a discounted cash flow method. In addition, the Company reassessed the estimated useful lives of its definite lived intangible assets and determined that the lives were appropriate. The Company will continue to test the goodwill of each of its reporting units annually or more frequently if impairment indicators exist.

8. Income Taxes

The provision for income taxes consists of foreign income taxes based on taxable UK earnings. As of September 30, 2005 the Company has federal and state operating loss carryforwards expiring through 2024, which totaled \$73.0 million as of December 31, 2004. The Company has provided a full valuation allowance for the net deferred tax assets as a result of management's uncertainty as to the realization of such assets.

9. Financing Arrangements

Senior Secured Revolving Credit Facility, Senior Secured Term Loans, 11 3/4% Senior Notes

On August 20, 2003, Hights Cross entered into a \$30.0 million four-year and nine-month Senior Secured Revolving Credit Facility (the "Facility"), and a \$100.0 million five-year Senior Secured Term Loan (the "First Term Loan") and issued \$140.0 million of 11 3/4% Senior Notes due 2011 ("Senior Notes").

As part of the August 20, 2003 refinancing transaction, Hights Cross entered into the Facility with a syndicate of lenders led by The Bank of New York and Bear Stearns & Co, Inc. The Facility matures on May 20, 2008 and is secured by a first lien on all property and assets (tangible and intangible), all capital stock of existing and future subsidiaries (except future excluded subsidiaries) and intercompany indebtedness. The Facility contains certain restrictive covenants and financial ratio requirements. The Facility has been amended periodically to allow for acquisitions. As of September 30, 2005, our available borrowing capacity under the Facility, limited by such restrictive covenants was \$25.7 million; no amounts had been drawn on the Facility.

As part of the August 20, 2003 refinancing transaction, Hights Cross entered into the First Term Loan, with a syndicate of lenders led by Bear Stearns & Co. Inc. The First Term Loan matures on August 20, 2008, is subordinate to the Facility, and is secured by a second lien on all property and assets (tangible and intangible), all capital stock of existing and future subsidiaries (except future excluded subsidiaries) and intercompany indebtedness. The First Term Loan contains certain restrictive covenants and debt incurrence tests. Interest is charged in accordance with a floating interest rate calculation based on the Eurodollar plus an applicable margin based on a graduated rate schedule. The Eurodollar rate calculation has a 2% floor. As of September 30, 2005, the interest rate in effect was 8.29%. The First Term Loan mandates principal payments of \$250,000 per quarter, which began on November 15, 2003, and will continue through maturity.

As part of the August 20, 2003 refinancing transaction, Hights Cross issued \$140.0 million aggregate principal amount of its Senior Notes, in a transaction led by Bear Stearns & Co. Inc. The Senior Notes mature on August 15, 2011, and are subordinate to the Term Loans (as defined below). The Senior Notes contain certain restrictive covenants and debt incurrence tests. Interest is incurred at a rate of 11 3/4% with payments due semi-annually on February 15 and on August 15. Interest payments commenced on February 15, 2004 (see Note 14, regarding guarantee information).

On December 10, 2004, Hights Cross issued \$30.0 million aggregate principal amount of its Senior Notes in a transaction led by Bear Stearns & Co. Inc. These Senior Notes, which were issued under Hights Cross' existing senior indenture, are *pari passu* with, of the same series as, and vote on any matter submitted to bondholders with, Hights Cross' existing Senior Notes. In connection with this offering of new Senior Notes, Hights Cross entered into a new \$30.0 million senior secured term loan (the "Second Term Loan" and, together with the First Term Loan the "Term Loans"). Amounts borrowed under the Second Term Loan rank equally with the amounts borrowed under the First Term Loan. As of September 30, 2005, the interest rate in effect for the Second Term Loan was 7.29%. As of September 30, 2005, we had \$170.0 million aggregate principal amount of outstanding Senior Notes and \$127.8 million aggregate principal amount of indebtedness outstanding under the Term Loans (see Note 14, regarding guarantee information).

12 1/2% Senior Discount Notes

On February 2, 2004, Hights Cross Communications issued 12 1/2% senior discount notes due 2011 and received net proceeds of \$73.7 million. The senior discount notes will mature on August 15, 2011. Each senior discount note will have an accreted value of \$1,000 at maturity. The senior discount notes will not begin to accrue cash interest until February 1, 2009, with payments to be made every six months in arrears on February 1 and August 1, commencing August 1, 2009. The senior discount notes are general unsecured obligations, which rank equally with all of Hights Cross' existing and future unsecured senior indebtedness and senior to all of its future subordinated indebtedness. The senior discount notes are effectively subordinated to all of Hights Cross Communications' existing and future secured indebtedness, to the extent of the collateral securing such indebtedness. The senior discount notes rank *pari passu* in right of payment to Hights Cross Communications' guarantee of the Facility, the Term Loans and the Senior Notes. The senior discount notes are redeemable on or after February 15, 2008 and Hights Cross Communications may redeem up to 35% of the aggregate principal amount at maturity of the senior discount notes with net cash proceeds from certain equity offerings. The senior discount notes contain covenants

that restrict our ability to incur additional debt, pay dividends, make investments, create liens, enter into transaction with affiliates, merge or consolidate and transfer or sell assets.

The following table is a summary of the Company's current outstanding debt as of September 30, 2005:

<u>Instrument:</u>	<u>Issuance Date</u>	<u>Due Date</u>	<u>Face Amount</u>	<u>Premium (Discount) At issuance</u>	<u>Interest Rate As of Sept 30, 2005</u>	<u>Book Value As of Sept 30, 2005</u>
<u>Haight's Cross :</u>						
Senior secured term loan	08/20/03	08/15/08	\$ 100,000	—	8.29%	\$ 98,000
Senior secured term loan	12/10/04	08/15/08	\$ 30,000	—	7.29%	29,775
						<u>\$ 127,775</u>
11 ¾% Senior notes	08/20/03	08/15/11	\$ 140,000	—	11.75%	\$ 140,000
11 ¾% Senior notes	12/10/04	08/15/11	\$ 30,000	\$ 3,150	11.75%	32,753
						<u>\$ 172,753</u>
<u>Haight's Cross Communications:</u>						
12 ½% Senior discount notes.....	02/02/04	08/15/11	\$ 135,000	\$ (61,347)	12.5%	\$ 90,115
Series B preferred	12/10/99	12/10/11	\$ 50,006	\$ (2,478)	16.0%	122,738
Total debt						<u>\$ 513,381</u>

The following table shows the required future repayments under the Company's current financing arrangements as of June 30, 2005:

2005	\$ 1,300
2006	1,300
2007	1,300
2008	123,875
Thereafter.....	<u>429,488</u>
Total.....	557,263
Less: Unamortized discounts and other	<u>(43,882)</u>
	<u>\$ 513,381</u>

10. Equity and Redeemable Preferred Stock

On December 10, 1999, the Company issued 22,476 shares of voting Series A preferred stock (the "Preferred A"). The Preferred A has a liquidation value of \$1,000 per share plus any accrued but unpaid dividends. The Preferred A accrues quarterly cumulative dividends at an annual rate of 8%. Beginning on December 31, 2019, any Preferred A holder may require the Company to redeem the outstanding Preferred A shares held by that holder, at a redemption price equal to \$1,000 per share plus any accrued but unpaid dividends. Each holder of a share of Preferred A is entitled to one vote per share. The initial carrying value of the Preferred A was approximately \$22.3 million and the Company will accrete to the aggregate liquidation value of \$110.2 million through December 19, 2019, the date holders can require redemption.

On December 10, 1999, the Company issued 2,400,000 shares of nonvoting Series B senior preferred stock (the "Preferred B"), warrants to acquire 3,333,861 shares, as adjusted, of common stock at \$.01 per share, and warrants to acquire 3,458 shares of Preferred A at \$.01 per share, for aggregate proceeds of \$60.0 million. In 2004, the company canceled 1,194,814 warrants to acquire common stock and 1,245 warrants to acquire Preferred A in connection with two separate Series B senior preferred stock retirement transactions.

The Preferred B has a liquidation value of \$25 per share plus any accrued but unpaid dividends. The Preferred B accrues quarterly cumulative cash dividends at an annual rate of 16% beginning January 1, 2005. Prior to that date, dividends at the same rate are added to the carrying value of the Preferred B shares. If after December 10, 2004, the Company fails to pay four consecutive or six quarterly dividends for any reason, the holders of the Preferred B shall be entitled to elect one additional director to serve on the Company's Board of Directors. As of September 30, 2005, Company has accrued \$13.8 million for unpaid cash dividends and has elected not to pay cash dividends, as

the Company is restricted from making cash dividend payments on the Series B senior preferred stock by the 12½% senior discount notes agreement.

The Preferred B requires a mandatory redemption on December 10, 2011 at its liquidation value, plus any accrued but unpaid dividends. Beginning on December 10, 2004, the Company may redeem the Preferred B at 110% of its liquidation value, plus any accrued but unpaid dividends. The redemption price periodically declines each year through 2008, to 100% of its liquidation value plus any accrued but unpaid dividends. The initial carrying value of the Preferred B was approximately \$53.9 million which was net of approximately \$0.8 million of issuance costs, which were incurred in connection with the issuance of the Preferred B shares. The issuance costs will be amortized through December 10, 2011 and the Company will accrete to the mandatory redemption price of \$25 per share plus accrued but unpaid dividends (the liquidation value) on the Preferred B through December 10, 2011.

Upon a change of control of the Company after December 10, 2002, to the extent the Company shall have funds legally available, the Company is required to offer to redeem the Preferred B shares at 108% of the liquidation value plus any accrued but unpaid dividends. The redemption price periodically declines each year through 2008, to 100% of its liquidation value plus any accrued but unpaid dividends.

As noted above, the Preferred B was issued along with 3,333,861 warrants to acquire the Company's common stock and 3,458 warrants to acquire Preferred A which were valued on December 10, 1999 at approximately \$1.9 million and \$3.5 million respectively, all of which were exercisable upon issuance at \$0.01 and have an expiration date of December 10, 2011. The fair value of the common stock warrants was estimated at the grant date using the Black-Scholes option-pricing model. The fair value of the Preferred A warrants was estimated based upon the redemption value discounted to present value of the Preferred A.

On April 15, 2004, in connection with the acquisition of Buckle Down Publishing, the Company issued 3,500 shares of Series C preferred stock. The Series C preferred stock has a liquidation value of \$1,000 per share plus any accrued but unpaid dividends. The Series C preferred stock accrues quarterly cumulative dividends at an annual rate of 5%. The Series C preferred stock shall automatically convert into common stock upon the consummation of the Company's initial public offering, with the number of shares of common stock issued on such conversion to be determined as follows: (a) if such initial public offering occurs on or prior to April 15, 2008, the number of shares of common stock to be issued shall be equal to the original face value of the Series C preferred stock of \$3.5 million divided by the price per share at which the common stock is offered to the public in such offering, or (b) if such initial public offering occurs after April 15, 2008, the number of shares of common stock to be issued shall be equal to the original face value of the Series C preferred stock of \$3.5 million plus all accrued and unpaid dividends thereon, divided by the price per share at which the common stock is offered to the public in such offering. Beginning on April 15, 2012, any Series C preferred stock holder may require the Company to redeem the outstanding shares of Series C preferred stock held by that holder, at a redemption price equal to \$1,000 per share plus any accrued but unpaid dividends. The holder of shares of Series C preferred stock is not entitled to any voting rights. The initial carrying value of the Series C preferred stock was \$1.1 million and the Company will accrete to the aggregate liquidation value of \$5.2 million through April 15, 2012, the date the shareholder can require redemption. The Company may, at its option, at any time, redeem shares of Series C preferred stock, in whole or in part, at a price equal to 101% of the per share liquidation value plus any accrued but unpaid dividends.

The Company has 30,000,000 shares of common stock authorized for issuance. As of September 30, 2005, the Company has 20,006,300 shares issued and outstanding, including 6,300 shares issued due to the exercise of stock options during the nine months ended September 30, 2005, 2,400,000 shares reserved for the exercise and issuance of stock options and 2,139,047 shares reserved for the conversion of warrants.

11. Commitments

From time to time, the Company may be involved in litigation relating to various claims which have arisen in the ordinary course of its business. In the opinion of management, the outcome of any such litigation will not have a material adverse impact on the Company's consolidated financial position or results of operations.

12. Comprehensive Loss

The following table sets forth the calculation of comprehensive loss for the periods indicated:

	<u>Three Months Ended 09/30</u>		<u>Nine Months Ended 09/30</u>	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
	(Unaudited)			
Net loss	\$ (6,563)	\$ (1,954)	\$ (21,212)	\$ (10,478)
Foreign currency translation adjustment	(61)	(18)	(111)	11
Comprehensive Loss	<u>\$ (6,624)</u>	<u>\$ (1,972)</u>	<u>\$ (21,323)</u>	<u>\$ (10,467)</u>

13. Segment Reporting

The Company is a creator, publisher and marketer of products for the K-12 education, library and medical education markets. The Company's operating segments are regularly reviewed by the chief operating decision maker concerning the allocation of resources and assessing performance.

During the quarter ended March 31, 2005, we re-organized our segment financial reporting into four business segments: K-12 Supplemental Education, Test-prep and Intervention, Library and Medical Education. This business segments realignment was designed to present segmented financial information in a way that is more reflective of the markets our businesses serve and more meaningful to investors and other readers of this report. Prior periods have been restated to conform to the current presentation. Additionally, the operations of Chelsea House, which was discontinued in the third quarter of 2005, have been removed from K-12 Supplemental Education segment for all periods presented.

Our K-12 Supplemental Education reporting segment is comprised of our Sundance/Newbridge operating segment. Our Test-prep and Intervention reporting segment is comprised of our Triumph Learning and Options Publishing operating segment. These operating segments have been aggregated due to the similarity of economic and business characteristics. Our Library segment is unchanged, but was previously named Recorded Books. Our Medical Education reporting segment is comprised of our Oakstone operating segment, which includes Scott Publishing and CMEinfo, since their acquisition.

The information presented below includes certain expense allocations between the corporate office and the operating business segments and is presented after all intercompany and intersegment eliminations and is therefore not necessarily indicative of the results that would be achieved had these been stand-alone businesses. Corporate general and administrative expenses consist of general corporate administration expenses not allocated to the operating business segments.

The results of operations and other data for the four reporting segments and corporate for the three and nine months ending September 30, 2005 and 2004 are as follows:

	K-12 Supplemental Education	Test-prep & Intervention	Library	Medical Education	Corporate	Consolidated
Three Months Ended September 30, 2005						
(unaudited)						
Revenue.....	\$ 13,050	\$ 16,210	\$ 19,096	\$ 7,962	\$ -	\$ 56,318
Cost of good sold.....	3,366	3,327	7,255	2,592	-	16,540
Marketing and sales.....	3,919	4,371	3,191	2,228	-	13,709
Fulfillment and distribution.....	1,036	990	1,326	841	-	4,193
General and administrative.....	646	1,775	1,398	1,220	2,121	7,160
Amortization of pre-publication costs	832	1,270	1,048	254	-	3,404
Depreciation expense and amortization of intangibles.....	266	707	173	160	19	1,325
Income (loss) from operations.....	<u>\$ 2,985</u>	<u>\$ 3,770</u>	<u>\$ 4,705</u>	<u>\$ 667</u>	<u>\$ (2,140)</u>	<u>\$ 9,987</u>
Interest expense.....	\$ 1,241	\$ 3,332	\$ 1,458	\$ 1,001	\$ 7,978	\$ 15,010
Capital expenditures — property and equipment.....	343	213	544	315	11	1,426
Capital expenditures — pre- publication costs	1,699	2,436	1,473	396	-	6,004
Goodwill.....	24,393	60,906	64,513	20,089	-	169,901
Total assets.....	53,748	124,167	98,938	40,713	75,369	392,935

	K-12 Supplemental Education	Test-prep & Intervention	Library	Medical Education	Corporate	Consolidated
Three Months Ended September 30, 2004						
(unaudited)						
Revenue.....	\$ 13,730	\$ 10,078	\$ 16,955	\$ 5,644	\$ -	\$ 46,407
Cost of good sold.....	3,448	2,321	6,739	1,340	-	13,848
Marketing and sales.....	3,649	1,913	2,991	1,414	-	9,967
Fulfillment and distribution.....	1,214	653	1,106	486	-	3,459
General and administrative.....	753	1,217	1,101	541	1,760	5,372
Amortization of pre-publication costs	784	506	869	5	-	2,164
Depreciation expense and amortization of intangibles.....	160	237	178	127	50	752
Income (loss) from operations.....	<u>\$ 3,722</u>	<u>\$ 3,231</u>	<u>\$ 3,971</u>	<u>\$ 1,731</u>	<u>\$ (1,810)</u>	<u>\$ 10,845</u>
Interest expense.....	\$ 2,010	\$ 1,792	\$ 1,683	\$ 686	\$ 6,036	\$ 12,207
Capital expenditures — property and equipment.....	91	248	564	20	16	939
Capital expenditures — pre- publication costs	1,068	888	1,285	28	-	3,269
Goodwill.....	24,393	32,186	64,513	15,487	-	136,579
Total assets.....	56,112	61,458	97,903	25,309	89,048	329,830

	K-12 Supplemental Education	Test-prep & Intervention	Library	Medical Education	Corporate	Consolidated
Nine Months Ended September 30, 2005 (unaudited)						
Revenue.....	\$ 36,903	\$ 45,956	\$ 58,804	\$ 17,682	\$ -	\$ 159,345
Cost of good sold.....	9,486	9,591	21,905	5,333	-	46,315
Marketing and sales.....	10,462	13,130	10,428	5,283	-	39,303
Fulfillment and distribution.....	3,194	2,899	3,860	1,918	-	11,871
General and administrative.....	2,167	5,213	4,256	2,680	5,145	19,461
Amortization of pre-publication costs	2,764	3,210	3,021	449	-	9,444
Depreciation expense and amortization of intangibles.....	<u>629</u>	<u>2,035</u>	<u>533</u>	<u>362</u>	<u>107</u>	<u>3,666</u>
Income (loss) from operations.....	<u>\$ 8,201</u>	<u>\$ 9,878</u>	<u>\$ 14,801</u>	<u>\$ 1,657</u>	<u>\$ (5,252)</u>	<u>\$ 29,285</u>
Interest expense.....	\$ 5,366	\$ 9,792	\$ 4,639	\$ 2,487	\$ 21,535	\$ 43,819
Capital expenditures — property and equipment.....	688	698	672	615	64	2,737
Capital expenditures — pre- publication costs	3,804	8,312	3,993	688	-	16,797
Goodwill.....	24,393	60,906	64,513	20,089	-	169,901
Total assets.....	53,748	124,167	98,938	40,713	75,369	392,935

	K-12 Supplemental Education	Test-prep & Intervention	Library	Medical Education	Corporate	Consolidated
Nine Months Ended September 30, 2004 (unaudited)						
Revenue.....	\$ 40,642	\$ 25,449	\$ 50,513	\$ 13,952	\$ -	\$ 130,556
Cost of good sold.....	10,264	5,599	20,311	3,666	-	39,840
Marketing and sales.....	10,021	5,170	8,819	4,107	-	28,117
Fulfillment and distribution.....	3,516	1,725	3,232	1,352	-	9,825
General and administrative.....	2,315	3,385	3,757	1,634	4,059	15,150
Amortization of pre-publication costs	2,247	1,525	2,606	198	-	6,576
Depreciation expense and amortization of intangibles.....	<u>507</u>	<u>463</u>	<u>527</u>	<u>376</u>	<u>160</u>	<u>2,033</u>
Income (loss) from operations.....	<u>\$ 11,772</u>	<u>\$ 7,582</u>	<u>\$ 11,261</u>	<u>\$ 2,619</u>	<u>\$ (4,219)</u>	<u>\$ 29,015</u>
Interest expense.....	\$ 6,051	\$ 4,576	\$ 5,106	\$ 2,046	\$ 17,727	\$ 35,506
Capital expenditures — property and equipment.....	448	682(a)	1,017	75	47	2,269
Capital expenditures — pre- publication costs	3,230	2,031	3,271	117	-	8,649
Goodwill.....	24,393	32,186	64,513	15,487	-	136,579
Total assets.....	56,112	61,458	97,903	25,309	89,048	329,830

(a) includes \$350,000 of assets purchased under a capital lease

14. Condensed Consolidating Financial Statements

On August 20, 2003 and December 10, 2004, Hights Cross issued \$140.0 million and \$30.0 million, respectively, of Senior Notes. Hights Cross and the guarantor subsidiaries are 100% owned, directly or indirectly, by the Company. These notes have been fully and unconditionally, jointly and severally guaranteed by Company and each of the existing and future restricted subsidiaries of Hights Cross. Subject to certain exceptions, Hights Cross is restricted in its ability to make funds available to the Company. The following unaudited interim condensed consolidating financial information of the Company is being provided pursuant to Article 3-10(d) of Regulation S-X.

Unaudited Interim Condensed Consolidating Statements of Operations:

Three Months Ended September 30, 2005

	Parent Guarantor	HCOC	Guarantor Subsidiaries	Eliminations	Consolidated
	<i>(in thousands)</i>				
Revenue	\$ -	\$ -	\$ 56,318	\$ -	\$ 56,318
Costs and expenses	<u>- 784</u>	<u>- 1,355</u>	<u>44,192</u>	<u>- -</u>	<u>46,331</u>
(Loss) income from operations	(784)	(1,355)	12,126	-	9,987
Equity in the income (loss) of subsidiaries	1,730	3,346	-	(5,076)	-
Other expenses (income)	<u>7,509</u>	<u>261</u>	<u>8,780</u>	<u>-</u>	<u>16,550</u>
Net (loss) income	<u>\$ (6,563)</u>	<u>\$ 1,730</u>	<u>\$ 3,346</u>	<u>\$ (5,076)</u>	<u>\$ (6,563)</u>

Three Months Ended September 30, 2004

	Parent Guarantor	HCOC	Guarantor Subsidiaries	Eliminations	Consolidated
	<i>(in thousands)</i>				
Revenue	\$ -	\$ -	\$ 46,407	\$ -	\$ 46,407
Costs and expenses	<u>-</u>	<u>1,810</u>	<u>33,752</u>	<u>-</u>	<u>35,562</u>
(Loss) income from operations	-	(1,810)	12,655	-	10,845
Equity in the income (loss) of subsidiaries	4,436	5,077	-	(9,513)	-
Other expenses (income)	<u>6,390</u>	<u>(1,169)</u>	<u>7,578</u>	<u>-</u>	<u>12,799</u>
Net (loss) income	<u>\$ (1,954)</u>	<u>\$ 4,436</u>	<u>\$ 5,077</u>	<u>\$ (9,513)</u>	<u>\$ (1,954)</u>

Nine Months Ended September 30, 2005

	Parent Guarantor	HCOC	Guarantor Subsidiaries	Eliminations	Consolidated
	<i>(in thousands)</i>				
Revenue	\$ -	\$ -	\$ 159,345	\$ -	\$ 159,345
Costs and expenses	<u>784</u>	<u>4,468</u>	<u>124,808</u>	<u>-</u>	<u>130,060</u>
(Loss) income from operations	(784)	(4,468)	34,537	-	29,285
Equity in the income (loss) of subsidiaries	1,252	3,414	-	(4,666)	-
Other expenses (income)	<u>21,680</u>	<u>(2,306)</u>	<u>31,123</u>	<u>-</u>	<u>50,497</u>
Net (loss) income	<u>\$ (21,212)</u>	<u>\$ 1,252</u>	<u>\$ 3,414</u>	<u>\$ (4,666)</u>	<u>\$ (21,212)</u>

Nine Months Ended September 30, 2004

	Parent Guarantor	HCOC	Guarantor Subsidiaries	Eliminations	Consolidated
	<i>(in thousands)</i>				
Revenue	\$ -	\$ -	\$ 130,556	\$ -	\$ 130,556
Costs and expenses	-	4,220	97,321	-	101,541
(Loss) income from operations	-	(4,220)	33,235	-	29,015
Equity in the income (loss) of subsidiaries	7,536	9,268	-	(16,804)	-
Other expenses (income)	18,014	(2,488)	23,967	-	39,493
Net (loss) income	<u>\$ (10,478)</u>	<u>\$ 7,536</u>	<u>\$ 9,268</u>	<u>\$ (16,804)</u>	<u>\$ (10,478)</u>

Unaudited Interim Condensed Consolidating Balance Sheets:

As of September 30, 2005

	Parent Guarantor	HCOC	Guarantor Subsidiaries	Eliminations	Consolidated
	<i>(in thousands)</i>				
<u>Assets</u>					
Current assets	\$ 3,543	\$ 56,003	\$ 59,168	\$ -	\$ 118,714
Investment in subsidiaries	44,625	282,049	-	(326,674)	-
Long term assets	2,616	13,217	258,388	-	274,221
Total assets	<u>\$ 50,784</u>	<u>\$ 351,269</u>	<u>\$ 317,556</u>	<u>\$ (326,674)</u>	<u>\$ 392,935</u>
<u>Liabilities, Redeemable Preferred Stock and Stockholders' Deficit</u>					
Current liabilities	\$ 35	\$ 7,416	\$ 35,063	\$ -	\$ 42,514
Long term liabilities	216,695	299,228	444	-	516,367
Redeemable preferred stock	39,136	-	-	-	39,136
Stockholders' deficit:					
Common stock	20	-	-	-	20
Accumulated deficit and other	(205,102)	44,625	282,049	(326,674)	(205,102)
Total stockholders' deficit	(205,082)	44,625	282,049	(326,674)	(205,082)
Total liabilities, redeemable preferred stock and stockholders' deficit	<u>\$ 50,784</u>	<u>\$ 351,269</u>	<u>\$ 317,556</u>	<u>\$ (326,674)</u>	<u>\$ 392,935</u>

As of December 31, 2004

	Parent Guarantor	HCOC	Guarantor Subsidiaries	Eliminations	Consolidated
	<i>(in thousands)</i>				
<u>Assets</u>					
Current assets	\$ 3,460	\$ 74,375	\$ 64,891	\$ -	\$ 142,726
Investment in subsidiaries	44,314	267,783	-	(312,097)	-
Long term assets	<u>2,947</u>	<u>15,106</u>	<u>238,924</u>	<u>-</u>	<u>256,977</u>
Total assets	<u>\$ 50,721</u>	<u>\$ 357,264</u>	<u>\$ 303,815</u>	<u>\$ (312,097)</u>	<u>\$ 399,703</u>
<u>Liabilities, Redeemable Preferred Stock and Stockholders' Deficit</u>					
Current liabilities	\$ -	\$ 12,378	\$ 35,701	\$ -	\$ 48,079
Long term liabilities	195,282	300,572	331	-	496,185
Redeemable preferred stock	36,882	-	-	-	36,882
Stockholders' deficit:					
Common stock	20	-	-	-	20
Accumulated (deficit) earnings	<u>(181,463)</u>	<u>44,314</u>	<u>267,783</u>	<u>(312,097)</u>	<u>(181,463)</u>
Total stockholders' (deficit) earnings	<u>(181,443)</u>	<u>44,314</u>	<u>267,783</u>	<u>(312,097)</u>	<u>(181,443)</u>
Total liabilities, redeemable preferred stock and stockholders' deficit	<u>\$ 50,721</u>	<u>\$ 357,264</u>	<u>\$ 303,815</u>	<u>\$ (312,097)</u>	<u>\$ 399,703</u>

Unaudited Interim Condensed Consolidating Statements of Cash Flows:

Nine Months Ended September 30, 2005

	Parent Guarantor	HCOC	Guarantor Subsidiaries	Eliminations	Consolidated
	<i>(in thousands)</i>				
Cash provided by (used in):					
Operating activities from continuing operations:	\$ (685)	\$ (3,822)	\$ 8,168	\$ -	\$ 3,661
Investing activities:					
Additions to pre-publication costs	-	-	(16,797)	-	(16,797)
Additions to property and equipment	-	(64)	(2,673)	-	(2,737)
Additions to intangible assets	-	-	(16)	-	(16)
Intercompany activity	760	(20,339)	19,579	-	-
Acquisitions, net of cash acquired	-	-	(12,167)	-	(12,167)
Proceed from sale of assets	<u>-</u>	<u>8,500</u>	<u>-</u>	<u>-</u>	<u>8,500</u>
Net cash provided by (used in) investing activities	760	(11,903)	(12,074)	-	(23,217)
Financing activities:					
Net proceeds from issuance of stock	7	-	-	-	7
Repayment of senior secured loan	-	(975)	-	-	(975)
Additions to deferred financing costs	<u>-</u>	<u>(507)</u>	<u>-</u>	<u>-</u>	<u>(507)</u>
Net cash provided by (used in) financing activities	7	(1,482)	-	-	(1,475)
Effect of exchange rates on cash	-	-	(111)	-	(111)
Net cash used in discontinued operations	<u>-</u>	<u>(1,506)</u>	<u>(80)</u>	<u>-</u>	<u>(1,586)</u>
Net change in cash and cash equivalents	<u>82</u>	<u>(18,713)</u>	<u>(4,097)</u>	<u>-</u>	<u>(22,728)</u>
Cash and cash equivalents at beginning of period	<u>3,460</u>	<u>73,940</u>	<u>1,181</u>	<u>-</u>	<u>78,581</u>
Cash and cash equivalents at end of period	<u>\$ 3,542</u>	<u>\$ 55,227</u>	<u>\$ (2,916)</u>	<u>\$ -</u>	<u>\$ 55,853</u>

Nine Months Ended September 30, 2004

	Parent Guarantor	HCOC	Guarantor Subsidiaries	Eliminations	Consolidated
	<i>(in thousands)</i>				
Cash provided by (used in):					
Operating activities from continuing operations	\$ 238	\$ (4,926)	\$ 9,976	\$ -	\$ 5,288
Investing activities from continuing operations:					
Additions to pre-publication costs	-	-	(8,648)	-	(8,648)
Additions to property and equipment	-	(47)	(2,222)	-	(2,269)
Additions to intangible assets	-	-	(13)	-	(13)
Acquisitions, net of cash acquired	-	-	(25,148)	-	(25,148)
Proceeds from sale of assets	-	-	-	-	-
Intercompany activity	(23,513)	(3,971)	27,484	-	-
Net cash used in investing activities	(23,513)	(4,018)	(8,547)	-	(36,078)
Financing activities from continuing operations:					
Proceeds from 12 ½% senior discount notes	73,653	-	-	-	73,653
Repayment of senior secured term loan	-	(750)	-	-	(750)
Purchase of Series B Senior preferred stock	(13,999)	-	-	-	(13,999)
Additions to deferred financing costs	(3,013)	(162)	-	-	(3,175)
Net cash provided by (used in) financing activities	56,641	(912)	-	-	55,729
Effect of exchange rates on cash	-	-	11	-	11
Cash flows from discontinued operations	-	-	558	-	558
Net change in cash and cash equivalents	33,366	(9,856)	1,998	-	25,508
Cash and cash equivalents at beginning of period	-	33,284	(895)	-	32,389
Cash and cash equivalents at end of period	<u>\$ 33,366</u>	<u>\$ 23,428</u>	<u>\$ 1,103</u>	<u>\$ -</u>	<u>\$ 57,897</u>

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Safe Harbor Statement. This quarterly report on Form 10-Q contains “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future sales or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, business trends and other information that is not historical information. When used in this quarterly report on Form 10-Q, the words “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, management’s examination of historical operating trends, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that management’s expectations, beliefs and projections will result or be achieved.

Investors should not rely on forward-looking statements because they are subject to a variety of risks, uncertainties, and other factors that could cause actual results to differ materially from our expectations, and we expressly do not undertake any duty to update forward-looking statements, which speak only as of the date of this quarterly report on Form 10-Q. These risks, uncertainties and other factors include, among others: (i) market acceptance of new education and library products, particularly reading, literature, language arts, mathematics, science and social studies programs; (ii) the seasonal and cyclical nature of education and library sales; (iii) changes in funding in school systems throughout the nation, which may result in cancellation of planned purchases of education and library products and shifts in timing of purchases; (iv) changes in the competitive environment, including those which could adversely affect our cost of sales; (v) changes in the relative profitability of products sold; (vi) regulatory changes that could affect the purchase of education and library products; (vii) changes in the strength of the retail market for audiobooks and market acceptance of newly-published titles; (viii) delays and unanticipated expenses in developing new programs and other products or in developing new technology products, and market acceptance and use of online instruction and assessment materials; (ix) the potential effect of a continued weak economy on sales of education and library products; (x) the risk that our well-known authors will depart and write for our competitors; and (xi) the effect of changes in accounting, regulatory and/or tax policies and practices, including the additional professional and internal costs necessary for compliance with recent and proposed future changes in SEC rules (including the Sarbanes-Oxley Act of 2002), listing standards and accounting rules.

There may be other factors not presently known to us or which we currently consider to be immaterial that may cause our actual results to differ materially from the forward-looking statements. The forward-looking statements in this quarterly report are made as of the date of this quarterly report.

Overview

Haight Cross is a leading developer and publisher of products for the K-12 education, library and medical education markets. Our products include supplemental reading books with a concentration on non-fiction content, state-specific test preparation materials, skills assessment and intervention books, unabridged audiobooks and continuing medical education products. Our high quality products are sold primarily to schools, libraries and medical professionals and have leading positions in the three markets we serve:

- *K-12 Education:*
 - *K-12 Supplemental Education:* We publish proprietary supplemental reading materials for the kindergarten through eighth grade, or K-8, market under the well-recognized imprints *Sundance Publishing* and *Newbridge Educational Publishing*, and we also offer non-proprietary supplemental reading and literature products for the K-12 market.
 - *Test-prep and Intervention:* We publish state-specific test preparation materials for K-12 competency tests under our well-recognized imprints and brands such as *Triumph Learning*, *Coach* and *Buckle Down*. We also offer skills assessment products and intervention materials for struggling math and reading students under the widely known *Options Publishing* imprint.
- *Library:* We publish unabridged audiobooks for adults and children, under the *Recorded Books* brand, and market these titles, as well as selected non-proprietary unabridged audiobooks, primarily to public and school libraries.
- *Medical Education:* We publish audio and video-based continuing medical education, or CME, materials for doctors and other health care professionals under the *Oakstone Publishing* imprint and self-study CME courses under our *CMEinfo* imprint. We also publish personal wellness information products for companies seeking to improve employee awareness of health and wellness issues under the *Top Health* and *Personal Best* brands.

Business Segments

We have organized our financial reporting into four business segments: K-12 Supplemental Education, Test-prep and Intervention, Library and Medical Education.

K-12 Supplemental Education. Our K-12 Supplemental Education segment publishes supplemental reading materials for the kindergarten through 8th grade market and literary, biographical and topical books published in series for school libraries. It also markets non-proprietary, supplemental reading products and literature for the K-12 market. This segment is comprised of our Sundance and Newbridge businesses.

Test-prep and Intervention. Our Test-prep and Intervention segment publishes state-specific test preparation materials for K-12 state-specific competency tests and proprietary instructional materials with the focus on students in kindergarten through eighth grade, who need more help after using textbooks. This segment is comprised of our Triumph Learning, Buckle Down Publishing and Options Publishing businesses.

Library. Our Library segment publishes audiobooks for adults and children and markets these titles, as well as non-proprietary audiobooks, to public and school libraries. This segment is comprised of our Recorded Books business.

Medical Education. Our Medical Education segment publishes and markets to doctors and dentists, subscription based continuing education materials on a variety of medical, dental and allied health specialty topics and publishes and markets subscription based wellness information, such as newsletters and calendars, to companies seeking to improve employee awareness of health and wellness issues. This segment is comprised of our Oakstone business.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates. Changes in facts, circumstances and market conditions may result in revised estimates.

The critical accounting policies described herein are those that are, in management's opinion, most important to the presentation of our consolidated financial condition and results of operations.

Revenue and Expense Recognition

In accordance with industry practice, we recognize revenue from books and other non-subscription sales when the product is shipped to the customer. Product shipment terms are FOB shipping point and collectability is reasonably assured at the time of shipment. Subscription revenue is deferred and recognized as the subscription is fulfilled. Short term rental revenue for audio books is recognized at the time of the rental and audio book lease revenue is deferred and recognized ratably over the term of the lease. Revenue is recognized net of provisions for estimated returns. These estimated return provisions are based upon historical experience and other industry factors including management's expectations. Actual return experience is monitored and any significant change from management's expectations would result in an adjustment in the reserve rates utilized to estimate returns.

Cost of goods sold is recognized when the related revenue is recognized and primarily consists of paper, audiotape, printing, binding and duplication and author royalty expenses.

Pre-Publication Costs

We capitalize the costs associated with the development of our new products. These costs primarily include author fees under work-for-hire agreements (excluding royalties), the costs associated with artwork, photography and master tapes, other external creative costs, internal editorial staff costs and pre-press costs that are directly attributable to the products. These costs are tracked at the product title or product series level and are amortized beginning in the month the product is introduced to market. These costs are amortized over the estimated life cycle of the book or product, based upon the sales performance of similarly existing products that are sold in the same business segment, for periods ranging from two to five years. The amortization rate is determined by the expected annual performance during the life cycle and, accordingly, in many cases an accelerated amortization method is utilized. Costs determined to be unrecoverable are written off. A write-off occurs most often when sales of a product are lower than anticipated or when a later version of the product is released. In addition, life cycles are constantly monitored for changes in length or rate of sales during the life cycle. When changes are significant the amortization rate and period are adjusted.

Goodwill and Other Intangible Assets

Goodwill represents the excess of net acquisition cost over the estimated fair value of net assets acquired of purchased companies. On January 1, 2002, we adopted Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets." Under SFAS No. 142, intangible assets considered to have indefinite lives, such as goodwill, are no longer amortized to expense but are periodically evaluated for impairment at the reporting unit level. Intangible assets with finite lives continue to be amortized to expense over their useful lives.

Under SFAS No. 142, goodwill is subject to an annual impairment test as well as an interim test if an event occurs or circumstances change between annual tests indicating that the asset might be impaired. The impairment test is a two-step process. First, the fair value of the reporting unit is compared to its carrying value. If the fair value is less than the carrying value, a second step is performed. In the second step, an implied goodwill value is determined by deducting the fair value of all tangible and intangible net assets of the reporting unit from the fair value of the reporting unit. If the implied fair value of the goodwill, as calculated, is less than the carrying amount of the goodwill, an impairment charge is taken for the difference. For purposes of estimating the fair value of the reporting unit, we use a discounted cash flow approach, since our common stock is not publicly traded and a quoted market price is unavailable.

Direct Response Advertising Costs

Direct response advertising costs are incurred to solicit sales from potential new customers who can be shown to have responded specifically to an advertising campaign that results in probable future economic benefits. We have two types of direct response advertising costs: direct mail and catalogs. We are able to track the revenue, costs and profitability from these advertising efforts at the campaign level. Both the direct mail and catalog campaign costs are capitalized and the net recoverability is evaluated on a product-by-product basis at the campaign level. The life and amortization rate are determined by historical experience with similar products at the same business. Generally, greater than 80% of direct mail costs are amortized in the first year, with all costs being amortized over lives ranging from 12-18 months. The sole exception to this policy is the direct mail costs relating to the Oakstone subscription business which are amortized on an accelerated basis over the estimated life of the subscriber for up to five years. For these subscription products, the life is based on the original subscription period plus subsequent renewal periods. The rate of amortization is based on the expiration and cancellation rate of subscribers for similar subscription products.

Catalog costs are amortized over the estimated life of the catalog, generally between one and eighteen months with greater than 90% of catalog costs being amortized in the first year. The estimated life and amortization rate are based on the sales experience of similar catalogs at the same business segment. Amortization of direct response advertising costs is included in marketing and sales expense in the accompanying consolidated statements of operations. If a direct mail solicitation or catalog is determined to be unprofitable, all remaining capitalized costs are written-off at that time.

Inventory and Related Obsolescence

Inventory consists primarily of books, which are valued at the lower of cost or market, as determined by the first-in, first-out method. Obsolescence reserves on slow-moving or excess merchandise are recorded, where applicable, based upon regular reviews of inventories on-hand and estimated future demand. If a book is taken out of print, superseded by a later version or ceases to sell, it is considered obsolete and all related inventory amounts are written-off. If quantities of a book exceed expected future demand based on historical sales of that title, the excess inventory is also written off.

Stock-Based Compensation

We have a stock option plan, pursuant to which stock options for a fixed number of shares of common stock are granted to employees with an exercise price equal to or greater than the fair value of the shares at the date of grant. The exercise prices of options issued under the plan are determined by Hights Cross Communications' board of directors using commonly employed valuation methods. Awards under the plan generally are issued with vesting terms pursuant to which a portion of the award vests over time (typically three years) and the remainder vests (typically in three tranches) based on the achievement of annual performance goals.

We account for stock options by following the fair value method under Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation." Under the fair value method, compensation expense for options is measured at the grant date based on the value of the award as determined using the minimum value option valuation model and is recognized over the vesting period of the grant.

Income Taxes

We account for income taxes pursuant to the provisions of Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes." Under SFAS No. 109, deferred tax assets and liabilities are recorded to reflect the future tax consequences attributable to the effects of differences between carrying amounts of existing assets and liabilities for financial reporting and for income tax purposes. A history of generating taxable income is required in order to substantiate the recording of a net tax asset. Because we have not yet generated taxable income, we have placed a 100% valuation allowance on our net tax benefits. We will re-evaluate the deferred tax valuation allowance based on future earnings.

Long-term Debt and Redeemable Capital Stock

We have had and continue to have significant obligations pursuant to which interest and/or dividends are accrued and not paid in cash. These obligations consist of the old senior subordinated notes (which have been redeemed in full), Hights Cross Communications' Series A preferred stock, Series B senior preferred stock and Series C preferred stock, and Hights Cross Communications' 12 1/2% senior discount notes.

We account for the Series B senior preferred stock, which is mandatorily redeemable, in accordance with Statement of Financial Accounting Standards No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." The Series B senior preferred stock is mandatorily redeemable on December 10, 2011, at its original face value, plus any accrued but unpaid dividends. Hights Cross Communications' Series A preferred stock and Series C preferred stock are redeemable at the option of the holders thereof beginning on December 31, 2019 and April 15, 2012, respectively, and are not mandatorily redeemable. Accordingly, SFAS No. 150 is not applicable to the Series A preferred stock or Series C preferred stock.

Results of Operations

The operations of Chelsea House, which was discontinued in the third quarter of 2005, have been removed from the results of operations related to the K-12 Supplemental Education segment for all periods presented.

Three Months Ended September 30, 2005 Compared To Three Months Ended September 30, 2004

The following table summarizes the results of operations and the percentage of total revenue represented by each category for the three months ended September 30, 2005 and 2004:

	Three Months Ended September 30,			
	2005		2004	
	(In Thousands)			
Revenue				
K-12 Supplemental Education	\$ 13,050	23.2%	\$ 13,730	29.6%
Test Prep and Intervention	16,210	28.8%	10,078	21.7%
Library	19,096	33.9%	16,955	36.5%
Medical Education	<u>7,962</u>	<u>14.1%</u>	<u>5,644</u>	<u>12.2%</u>
Total Revenue	56,318	100.0%	46,407	100.0%
Cost of goods sold	16,540	29.4%	13,848	29.8%
Selling, general and administrative expenses:				
Marketing and sales	13,709	24.3%	9,967	21.5%
Fulfillment and distribution	4,193	7.5%	3,459	7.5%
General and administrative expense	<u>7,160</u>	<u>12.7%</u>	<u>5,372</u>	<u>11.5%</u>
Total selling, general and administrative expenses	25,062	44.5%	18,798	40.5%
Amortization of pre-publication costs	3,404	6.0%	2,164	4.7%
Depreciation / amortization of intangibles	<u>1,325</u>	<u>2.4%</u>	<u>752</u>	<u>1.6%</u>
Income from operations	9,987	17.7%	10,845	23.4%
Interest expense	15,010	26.7%	12,207	26.3%
Other expenses and tax provision	<u>458</u>	<u>0.8%</u>	<u>513</u>	<u>1.1%</u>
Loss before discontinued operations	(5,481)	(9.8)%	(1,875)	(4.0)%
Loss from discontinued operations	<u>(1,082)</u>	<u>(1.9)%</u>	<u>(79)</u>	<u>(0.2)%</u>
Net loss	<u>\$ (6,563)</u>	<u>(11.7)%</u>	<u>\$ (1,954)</u>	<u>(4.2)%</u>

Revenue

Revenue increased \$9.9 million, or 21.4%, to \$56.3 million for the three months ended September 30, 2005, from \$46.4 million for the three months ended September 30, 2004. The increase includes \$4.1 million from Options Publishing, acquired in December of 2004, and the impact of Scott Publishing, acquired in April 2005, and CMEinfo, acquired in June 2005. These recently acquired businesses are not included in the results for the three months ended September 30, 2004.

K-12 Supplemental Education. Revenue for the K-12 Supplemental Education segment decreased \$0.7 million, or 5.0%, to \$13.0 million for the three months ended September 30, 2005, from \$13.7 million for the three months ended September 30, 2004 resulting from a challenging sales environment thus far in 2005 for supplemental education products generally. We believe this environment is at least partially affected by rising heating and fuel costs and a commitment to basal text book adoptions in the year to date period.

Test-prep and Intervention. Revenue for the Test-prep and Intervention segment increased \$6.1 million, or 60.8%, to \$16.2 million for the three months ended September 30, 2005, from \$10.1 million for the three months ended September 30, 2004. Segment revenue for the three months ended September

30, 2005 included \$4.1 million from Options Publishing, acquired in December of 2004 and therefore not included in results of operations for the quarter ended September 30, 2004. Revenues for Triumph Learning and Buckle Down product lines increased \$2.0 million, or 20.1%, to \$12.1 million for the three months ended September 30, 2005 from \$10.1 million for the three months ended June 30, 2004. The growth in Triumph and Buckle Down product lines resulted from the release of new products and increased demand resulting from the NCLB (No Child Left Behind Act) testing requirements.

Library. Revenue for the Library segment increased \$2.1 million, or 12.6%, to \$19.1 million for the three months ended September 30, 2005, from \$17.0 million for the three months ended September 30, 2004. The growth in the library channel was driven by continued strong demand for Recorded Books' traditional unabridged audiobooks while the growth in school and consumer channels is largely attributed to successful sales and marketing efforts, however within our consumer channel revenue from the travel center business declined.

Medical Education. Revenue for the Medical Education segment increased \$2.3 million, or 41.1%, to \$8.0 million for the three months ended September 30, 2005, from \$5.6 million for the three months ended September 30, 2004. Revenue for the three months ended September 30, 2005 includes our newly acquired Scott Publishing and CME*info* product lines. Our Oakstone Medical and Wellness product lines revenue decreased \$0.7 million, or 12.9%, due to special issues of our core medical education products being shipped in the 2004 quarter.

Cost of Goods Sold

Cost of goods sold increased \$2.7 million, or 19.4%, to \$16.5 million for the three months ended September 30, 2005 from \$13.8 million for the three months ended June 30, 2004. Cost of goods sold as a percentage of revenue decreased to 29.4% from 29.8% period over period.

K-12 Supplemental Education. Cost of goods sold for the K-12 Supplemental Education segment decreased \$0.1 million, or 2.4% to \$3.3 million for the three months ended September 30, 2005 from \$3.4 million for the three months ended September 30, 2004 due primarily to a decline in volume. Cost of goods sold as a percentage of revenue for the K-12 Supplemental Education segment increased slightly to 25.8% from 25.1% period over period.

Test-prep and Intervention. Cost of goods sold for the Test-prep and Intervention segment increased \$1.0 million, or 43.4% to \$3.3 million for the three months ended September 30, 2005 from \$2.3 million for the three months ended September 30, 2004. The increase is primarily due to the acquisition of Options Publishing, which accounted for \$0.5 million of the increase and the increase in volume for the period in our Triumph and Buckle Down product lines. Cost of goods sold as a percentage of revenue for the Test-prep and Intervention segment decreased to 20.5% from 23.0% period over period, due to the inclusion of Options Publishing which has lower product costs as a percentage of revenue than our Triumph and Buckle Down product lines.

Library. Cost of goods sold for the Library segment increased \$0.5 million, or 7.7% to \$7.3 million for the three months ended September 30, 2005 from \$6.7 million for the three months ended September 30, 2004 due to the increase in volume. Cost of goods sold as a percentage of revenue decreased to 38.0% from 39.7% period over period due to increased volume in our higher margin library market products and reductions in product costs.

Medical Education. Cost of goods sold for the Medical Education segment increased \$1.3 million, or 93.3% to \$2.6 million for the three months ended September 30, 2005 from \$1.3 million for the three months ended September 30, 2004 due primarily to the acquisitions. Cost of goods sold as a percentage of revenue increased to 32.5% from 23.7% period over period, due to the lower margin on the Scott Publishing Products included in the third quarter of 2005 which includes the impact of acquisition

accounting on deferred revenues whereby the revenue recognized on subscription products sold prior to the acquisition is discounted to approximate the product costs.

Selling, General & Administrative Expense

Selling, general and administrative expense is comprised of marketing and sales, fulfillment and distribution, general and administrative and restructuring charges on the accompanying consolidated statements of operations. Selling, general and administrative expense increased \$6.3 million, or 33.3%, to \$25.1 million for the three months ended September 30, 2005 from \$18.8 million for the three months ended September 30, 2004. Selling, general and administrative expense as a percentage of revenue increased to 44.5% from 40.5%, period over period. The increase in selling, general and administrative expense as a percentage of revenue is primarily due to increased overall spending across our business segments on sales and marketing efforts along with transition and related expenses connected to our acquisition activities and increased consulting cost during the quarter.

K-12 Supplemental Education. Selling, general and administrative expense for the K-12 Supplemental Education segment was \$5.6 million for both the three months ended September 30, 2005 and September 30, 2004. Selling, general and administrative expenses as a percentage of revenue for the K-12 Supplemental Education segment increased to 42.9% from 40.9% period over period. This increase is due to the combination of an increase in non-variable sales and marketing expenses and lower revenue.

Test-prep and Intervention. Selling, general and administrative expense for the Test-prep and Intervention segment increased \$3.4 million, or 88.6%, to \$7.1 million for the three months ended September 30, 2005 from \$3.8 million for the three months ended September 30, 2004. The increase is primarily due to the acquisition of Options Publishing which accounted for \$2.6 million of the increase. Additional factors include the 20.1% revenue increase in Triumph and Buckle Down coupled with a greater emphasis on sales and marketing efforts during the 2005 period. Selling, general and administrative expenses as a percentage of revenue for the Test-prep and Intervention segment increased to 44.0% from 37.6% period over period.

Library. Selling, general and administrative expense for the Library segment increased \$0.7 million, or 13.8%, to \$5.9 million for the three months ended September 30, 2005 from \$5.2 million for the three months ended September 30, 2004. Selling, general and administrative expense as a percentage of revenue increased to 31.0% from 30.7% period over period, primarily due to the increased sales and marketing efforts.

Medical Education. Selling, general and administrative expense for the Medical Education segment increased \$1.8 million, or 75.7%, to \$4.3 million for the three months ended September 30, 2005 from \$2.4 million for the three months ended September 30, 2004, primarily due to increased sales volume and transitional expenses related to the Scott Publishing and CMEinfo acquisitions. Selling, general and administrative expense as a percentage of revenue increased to 53.9% from 43.2% period over period.

Corporate. Our corporate general and administrative expense increased \$0.4 million, or 20.5%, to \$2.1 million for the three months ended September 30, 2005 from \$1.8 million for the three months ended September 30, 2004. This increase includes Sarbanes Oxley consulting expenses and increased legal, accounting and financial advisory fees partially offset by decreases in taxes and licenses and benefit costs for the quarter.

Amortization of pre-publication costs

Amortization of pre-publication costs increased \$1.2 million to \$3.4 million for the three months ended September 30, 2005, from \$2.2 million for the three months ended September 30, 2004. The increase was a result of increased product development spending and incremental amortization expense

from the publishing assets acquired with Buckle Down Publishing, Options Publishing, Scott Publishing and CME*info*.

Depreciation Expense and Amortization of Intangibles

Depreciation expense and amortization of intangibles increased \$0.6 million to \$1.3 million for the three months ended September 30, 2005, from \$0.8 million for the three months ended September 30, 2004. The increase was primarily due to amortization expense from the amortizable intangible assets acquired in the Options Publishing, Scott Publishing and CME*info* acquisitions.

Interest Expense

Interest expense increased \$2.8 million, to \$15.0 million for the three months ended September 30, 2005 from \$12.2 million for the three months ended September 30, 2004. This increase was due to interest from the December 2004 11 ¾% senior notes and the December 2004 senior secured term loan borrowings and the accumulating interest on the Series B preferred stock. Our total outstanding debt increased from \$423.1 million as of September 30, 2004 to \$513.4 million as of September 30, 2005. The increase is a result of the December 2004 borrowings, accretion on the Series B preferred stock and amortization of the discount on the 12 ½% senior discount notes.

Cash interest expense increased \$1.8 million to \$7.6 million for the three months ended September 30, 2005 from \$5.8 million for the three months ended September 30, 2004. The increase in cash interest was due to additional debt from the December 2004 11 ¾% senior notes and new senior secured term loan borrowings. Our cash interest bearing outstanding debt was \$300.5 million as of September 30, 2005 compared to \$239.0 million as of September 30, 2004.

Interest expense consists of the following:

	Three Months Ended	
	September 30,	
	2005	2004
	(In thousands)	
Interest expense:		
Senior secured term loans	\$ 2,493	\$ 1,629
11¾% senior notes	4,994	4,112
12½% senior discount notes – non-cash	2,718	2,383
Series B senior preferred stock – non-cash	4,704	4,007
Other	111	76
Total interest expense	15,020	12,207
Less: capitalized interest	(10)	—
Net Interest expense	<u>\$ 15,010</u>	<u>\$ 12,207</u>

The company has outstanding \$127.8 million in senior secured term loans which bear interest at rates between 7.29% and 8.29% as of September 30, 2005. The average interest rate on the senior secured term loans was 7.63% for the three months ended September 30, 2005.

Discontinued Operations

Chelsea House Publishers was sold on August 9, 2005 for \$9.0 million in cash. A \$1.0 million loss on the sale was recorded and during the period and additional \$0.1 million was recorded for previous discontinued operations for a total of \$1.1million. Operating losses from Chelsea House for the three

months ended September 30, 2005 was \$0 million compared to \$0.1 for the three months ended September 30, 2004.

Net Loss

Net loss for the three months ended September 30, 2005 was \$6.6 million compared to \$2.0 million for the three months ended September 30, 2004. This increase in the net loss was due to the \$0.9 million operating loss, the \$2.8 million increase in interest expense and the \$1.1 million loss from discontinued operations.

Nine Months Ended September 30, 2005 Compared To Nine Months Ended September 30, 2004

The following table summarizes the results of operations and the percentage of total revenue represented by each category for the nine months ending September 30, 2005 and 2004:

	Nine Months Ended September 30,			
	2005	(In Thousands)		2004
Revenue				
K-12 Supplemental Education	\$ 36,903	23.2%	\$ 40,642	31.1%
Test Prep and Intervention	45,956	28.8%	25,449	19.5%
Library	58,804	36.9%	50,513	38.7%
Medical Education	<u>17,682</u>	<u>11.1%</u>	<u>13,952</u>	<u>10.7%</u>
Total Revenue	159,345	100.0%	130,556	100.0%
Cost of goods sold	46,315	29.1%	39,840	30.5%
Selling, general and administrative expenses:				
Marketing and sales	39,303	24.7 %	28,117	21.6 %
Fulfillment and distribution	11,871	7.5%	9,825	7.5%
General and administrative expense	<u>19,461</u>	<u>12.1%</u>	<u>15,150</u>	<u>11.6%</u>
Total selling, general and administrative expenses	70,635	44.3%	53,092	40.7%
Amortization of pre-publication costs	9,444	5.9%	6,576	5.0%
Depreciation / amortization of intangibles	<u>3,666</u>	<u>2.3%</u>	<u>2,033</u>	<u>1.6%</u>
Income from operations	29,285	18.4%	29,015	22.2%
Interest expense	43,819	27.5%	35,506	27.2%
Other expenses and tax provision	<u>1,904</u>	<u>1.2%</u>	<u>1,583</u>	<u>1.2%</u>
Loss before discontinued operations	(16,438)	(10.3)%	(8,074)	(6.2)%
Loss from discontinued operations	<u>(4,774)</u>	<u>(3.0)%</u>	<u>(2,404)</u>	<u>(1.8)%</u>
Net loss	<u>\$ (21,212)</u>	<u>(13.3)%</u>	<u>\$ (10,478)</u>	<u>(8.0)%</u>

Revenue

Revenue increased \$28.8 million, or 22.1%, to \$159.3 million for the nine months ended September 30, 2005, from \$130.6 million for the nine months ended September 30, 2004. This revenue increase included \$16.3 million from Options Publishing, acquired in December of 2004 and \$2.4 million from the first quarter of 2005 from Buckle Down Publishing and the impact of the first two weeks of April 2005, as Buckle Down was acquired on April 15, 2004 and the impact from Scott Publishing, acquired in April 2005 and CMEinfo, acquired in June 2005.

K-12 Supplemental Education. Revenue for the K-12 Supplemental Education segment decreased \$3.7 million, or 9.2%, to \$36.9 million for the nine months ended September 30, 2005, from \$40.6 million for the nine months ended September 30, 2004, resulting from a challenging supplemental education

market generally that has emerged in the second and third quarters of 2005. We believe this environment is at least partially affected by rising heating and fuel costs in the second and third quarters and a commitment to basal textbook adoptions in the year to date period.

Test-prep and Intervention. Revenue for the Test-prep and Intervention segment increased \$20.5 million, or 80.6%, to \$46.0 million for the nine months ended September 30, 2005, from \$25.4 million for the nine months ended September 30, 2004. Segment revenue for the nine months ended September 30, 2005 included \$16.3 million from Options Publishing, acquired in December of 2004 and therefore not included in results of operations for the nine months ended September 30, 2004. Segment results also include \$2.4 million of Buckle Down Publishing revenue from the first quarter of 2005 and the impact of the first two weeks of April 2005 with no counterpart in 2004 as Buckle Down was acquired in April of 2004. Triumph Learning and Buckle Down product line revenue decreased \$0.1 million, or 0.7%, to \$20.1 million for the nine months ended September 30, 2005 from \$20.2 million for the nine months ended September 30, 2004 as demand slowed in anticipation of new tests and test-preparation products that were released in the second half of 2005 and have provided growth in the third quarter.

Library. Revenue for the Library segment increased \$8.3 million, or 16.4%, to \$58.8 million for the nine months ended September 30, 2005, from \$50.5 million for the nine months ended September 30, 2004. Revenue growth was experienced in all market channels including library, school, retail and consumer, most notably the core library channel and the school channel as demand remained strong for our traditional unabridged audiobooks. Within our consumer channel, however, revenues declined in our travel center business.

Medical Education. Revenue for the Medical Education segment increased \$3.7 million, or 26.7%, to \$17.7 million for the nine months ended September 30, 2005, from \$14.0 million for the nine months ended September 30, 2004. Revenue for the nine months ended September 30, 2005 includes our newly acquired Scott Publishing and CMEinfo businesses from their acquisition dates. Revenue for the Oakstone Medical and Wellness product lines remained unchanged at \$14.0 million for both of the nine month periods.

Cost of Goods Sold

Cost of goods sold increased \$6.5 million, or 16.3%, to \$46.3 million for the nine months ended September 30, 2005 from \$39.8 million for the nine months ended September 30, 2004 due to the increased volume. Cost of goods sold as a percentage of revenue decreased slightly to 29.1% from 30.5% period over period.

K-12 Supplemental Education. Cost of goods sold for the K-12 Supplemental Education segment decreased \$0.8 million, or 7.6% to \$9.5 million for the nine months ended September 30, 2005 from \$10.3 million for the nine months ended September 30, 2004 due to the decline in volume. Cost of goods sold as a percentage of revenue for the K-12 Supplemental Education segment increased to 25.7% from 25.3% period over period.

Test-prep and Intervention. Cost of goods sold for the Test-prep and Intervention segment increased \$4.0 million, or 71.3% to \$9.6 million for the nine months ended September 30, 2005 from \$5.6 million for the nine months ended September 30, 2004 due to the acquisitions of Buckle Down Publishing and Options Publishing, which accounted for \$1.1 million and \$2.6 million of the change, respectively and to a lesser extent to the increased volume. Cost of goods sold as a percentage of revenue for the Test-prep and Intervention segment decreased to 20.9% from 22.0% period over period, primarily due to the addition of higher margin products from the Options Publishing product line.

Library. Cost of goods sold for the Library segment increased \$1.6 million, or 7.8% to \$21.9 million for the nine months ended September 30, 2005 from \$20.3 million for the nine months ended September 30, 2004 due to the volume increase. Cost of goods sold as a percentage of revenue decreased to 37.3%

from 40.2% period over period, due to the increased revenue from our higher margin library channel, products and reduced duplication and materials costs and lower royalty advance reserve requirements.

Medical Education. Cost of goods sold for the Medical Education segment increased \$1.7 million, or 45.5% to \$5.3 million for the nine months ended September 30, 2005 from \$3.7 million for the nine months ended September 30, 2004 due to the acquisitions of Scott Publishing and CMEinfo. Cost of goods sold as a percentage of revenue increased to 30.2% from 26.3% period over period primarily due to the lower margin products added in the Scott Publishing acquisition which includes the impact of acquisition accounting on deferred revenues whereby the revenue recognized on subscription products sold prior to the acquisition is discounted to approximate the product costs..

Selling, General & Administrative Expense

Selling, general and administrative expense is comprised of marketing and sales, fulfillment and distribution, general and administrative and restructuring charges in the accompanying consolidated statements of operations. Selling, general and administrative expense increased \$17.5 million, or 33.0%, to \$70.6 million for the nine months ended September 30, 2005 from \$53.1 million for the nine months ended September 30, 2004. Selling, general and administrative expense as a percentage of revenue increased to 44.3% from 40.7%, period over period. The increase in selling, general and administrative expense as a percentage of revenue is primarily due to increased overall spending across our business segments on sales and marketing efforts and to a lesser extent, increased consulting costs in the third quarter and costs incurred in complying with Sarbanes-Oxley.

K-12 Supplemental Education. Selling, general and administrative expense for the K-12 Supplemental Education segment was \$15.8 million for both the nine months ended September 30, 2005 and September 30, 2004. Selling, general and administrative expenses as a percentage of revenue for the K-12 Supplemental Education segment increased to 42.9% from 39.0% period over period. This increase is due to greater overall spending on sales and marketing efforts and a decline in sales.

Test-prep and Intervention. Selling, general and administrative expense for the Test-prep and Intervention segment increased \$11.0 million, or 106.6%, to \$21.2 million for the nine months ended September 30, 2005 from \$10.3 million for the nine months ended September 30, 2004. The increase is primarily due to the acquisition of Options Publishing and Buckle Down Publishing which accounted for \$8.0 million and \$2.5 million of the increase, respectively. Selling, general and administrative expenses as a percentage of revenue for the Test-prep and Intervention segment increased to 46.2% from 40.4% period over period. This increase is due to greater overall spending on sales and marketing efforts and the addition of Options Publishing, which incurs higher customer sample costs and direct mail costs as a percentage of revenue.

Library. Selling, general and administrative expense for the Library segment increased \$2.7 million, or 17.3%, to \$18.5 million for the nine months ended September 30, 2005 from \$15.8 million for the nine months ended September 30, 2004. Selling, general and administrative expense as a percentage of revenue increased to 31.5% from 31.3% period over period primarily due to higher overall spending on sales and marketing efforts.

Medical Education. Selling, general and administrative expense for the Medical Education segment increased \$2.8 million, or 39.3%, to \$9.9 million for the nine months ended September 30, 2005 from \$7.1 million for the nine months ended September 30, 2004. Selling, general and administrative expense as a percentage of revenue increased to 55.9% from 50.8% period over period. The increase is primarily due to the acquisitions and the related incremental and transitional expenses for Scott Publishing and CMEinfo acquisitions.

Corporate. Our corporate general and administrative expense increased \$1.1 million, or 26.8%, to \$5.1 million for the nine months ended September 30, 2005 from \$4.1 million for the nine months ended

September 30, 2004. The increase is primarily due to increased legal, accounting and financial advisory fees and \$0.6 million of Sarbanes Oxley consulting expenses.

Amortization of pre-publication costs

Amortization of pre-publication costs increased \$2.9 million to \$9.4 million for the nine months ended September 30, 2005, from \$6.6 million for the nine months ended September 30, 2004. The increase was a result of increased product development spending and incremental amortization expense from the publishing assets acquired in the Buckle Down Publishing, Options Publishing, Scott Publishing and CMEinfo acquisitions.

Depreciation Expense and Amortization of Intangibles

Depreciation expense and amortization of intangibles increased \$1.6 million to \$3.7 million for the nine months ended September 30, 2005, from \$2.0 million for the nine months ended September 30, 2004. The increase was primarily due to amortization expense from the amortizable intangible assets added in the Buckle Down Publishing, Options Publishing, Scott Publishing and CMEinfo acquisitions.

Interest Expense

Interest expense increased \$8.3 million, to \$43.8 million for the nine months ended September 30, 2005 from \$35.5 million for the nine months ended September 30, 2004. This increase was primarily due to interest from the December 2004 11 ¾% senior notes and new senior secured term loan borrowings. Our total outstanding debt increased from \$423.1 million as of September 30, 2004 to \$513.4 million as of September 30, 2005. The increase is a result of the December 2004 borrowings, accretion on the Series B preferred stock and amortization of the discount on the 12 ½% senior discount notes.

Cash interest expense increased \$4.9 million to \$22.4 million for the nine months ended September 30, 2005 from \$17.5 million for the nine months ended September 30, 2004. The increase in cash interest was due to additional debt from the December 2004 11 ¾% senior notes and new senior secured term loan borrowings. Our cash interest bearing outstanding debt was \$300.5 million as of September 30, 2005 compared to \$239.0 million as of September 30, 2004.

Interest expense consists of the following:

	Nine Months Ended September 30,	
	2005	2004
	(In thousands)	
Interest expense:		
Senior secured term loans	\$ 7,192	\$ 4,971
11¾% senior notes	14,981	12,292
12½% senior discount notes – non-cash	7,845	6,147
Series B senior preferred stock – non-cash	13,567	11,868
Other	263	228
Total interest expense	43,848	35,506
Less: capitalized interest	(29)	—
Net Interest expense	<u>\$ 43,819</u>	<u>\$ 35,506</u>

The company has outstanding \$127.8 million in senior secured term loans which bear interest at rates between 7.29% and 8.29% as of September 30, 2005. The blended weighted average interest rate on the senior secured term loans was 7.25% for the nine months ended September 30, 2005.

Discontinued Operations

Chelsea House Publishers was sold on August 9, 2005 for \$9.0 million in cash. A \$1.0 million loss on the sale was recorded. Operating losses from Chelsea House for the nine months ended September 30, 2005 was \$3.7 million compared to \$2.4 million for the nine months ended September 30, 2004.

Net Loss

Net loss for the nine months ended September 30, 2005 increased \$ 10.7 million to \$21.2 million for the nine months ended September 30, 2005 from \$10.5 million for the nine months ended September 30, 2004. The increase in the net loss was primarily due to the \$8.3 million increase in interest expense from the 2004 financings and \$2.3 million increase in loss from discontinued operations.

Liquidity and Capital Resources

We have relied primarily on our ability to borrow under our current financing arrangements and the benefits of deferring paid-in-kind interest on our preferred stock for our working capital, capital expenditures, acquisition needs and debt service requirements. On February 2, 2004, we completed an offering of 12½% senior discount notes and received net proceeds of \$73.7 million. A portion of the proceeds from the issuance was used to repurchase 295,000 outstanding shares of Series B senior preferred stock. In April 2004, we used \$25.2 million in cash, and issued 3,500 shares of our \$1,000 par value newly authorized Series C preferred stock at a discounted value of \$1.1 million in order to purchase Buckle Down Publishing and pay related transaction costs. In December 2004 Haight Cross entered into a \$30.0 million senior secured term loan agreement and received \$33.2 million from the issuance of 11¾% senior notes. Also in December 2004, we used \$52.7 million in cash to acquire Options Publishing and pay related transaction costs. As of September 30, 2005, the available borrowing capacity under our senior secured revolving credit facility, limited by certain restrictive covenants and financial ratio requirements, was approximately \$25.7 million. The Company was in compliance with all debt covenants as of September 30, 2005. We may incur additional debt to finance future acquisitions. As of September 30, 2005, the Company has accrued \$13.8 million for unpaid cash dividends and has elected not to pay cash dividends, as the Company is restricted from making cash dividend payments on the Series B senior preferred stock by the 12½% senior discount notes agreement.

Our cash and cash equivalents decreased by \$22.7 million to \$55.9 million as of September 30, 2005, from \$78.6 million as of December 31, 2004. Of this decrease, \$23.2 million of cash was used by investing activities including \$16.8 million for pre-publication costs, \$8.4 million for the acquisition of CMEinfo and \$3.6 million for the acquisition of Scott Publishing offset by \$8.5 million proceeds received from the disposition of Chelsea House.

We are highly leveraged and have significant debt service obligations. Our primary sources of liquidity are cash flow from operations, and available borrowings under the senior secured revolving credit facility. We expect that ongoing requirements for debt service, working capital, capital expenditures and permitted business acquisitions will be funded from these sources or additional refinancing.

Our ability to make scheduled payments of principal of, or to pay interest on, or to refinance, our indebtedness, or to fund planned capital expenditures will depend on our ability to generate cash in the future, which is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

While we cannot assure that our business will generate sufficient cash flow from operations, that any revenue growth or operating improvements will be realized or that future borrowings will be available under the senior secured revolving credit facility in an amount sufficient to enable us to service our indebtedness or to fund our other liquidity needs, based on our current level of operations, we believe that cash flow from operations and available cash, together with available borrowings under the senior secured revolving credit facility, will be adequate to meet our future liquidity needs through 2007. As of September 30, 2005, the available borrowing capacity under the senior secured revolving credit facility, was approximately \$25.7 million. In addition, from time to time as needs arise, with respect to future acquisitions or other general corporate purposes, we may seek to raise additional capital through the issuance, in registered offerings or in private placements, of debt or equity securities on terms to be determined at the time of such issuances.

Cash Flows

Net cash provided by operating activities decreased \$1.6 million, or 30.2% to \$3.7 million for the nine months ended September 30, 2005 from \$5.3 million for the nine months ended September 30, 2004, due to a \$4.9 million increase in cash interest.

Net cash used in investing activities decreased \$12.9 million, or 35.6% to \$23.2 million for the nine months ended September 30, 2005 from \$36.1 million for the nine months ended September 30, 2004. The decrease is due to business acquisition activity with \$12.2 million cash used to purchase Scott Publishing and CMEinfo in 2005 in comparison to \$25.1 million cash used to purchase Buckle Down Publishing in 2004. In addition, the Company received \$8.5 million in August 2005 from the sale of Chelsea House Publishers. The additional \$8.2 million increase in pre-publication expenditures due to the acquisition of Buckle Down Publishing and Options Publishing businesses and a significant increase in the number of titles produced at Triumph Learning was offset by the \$8.5 million proceeds from the Chelsea House disposition.

Net cash used by financing activities was \$1.5 million for the nine months ended September 30, 2005, in comparison to net cash provided by financing activities of \$55.7 million for the nine months ended September 30, 2004. Net cash used by financing activities for the nine months ended September 30, 2005 consisted primarily of senior secured term loan principal payments of \$1.0 million and \$0.5 million of additional deferred financing costs related to the December 2004 financing transactions. Net cash provided by financing activities for the nine months ended September 30, 2004 consisted of \$73.7 million of cash provided from the completion of the 12½% senior discount notes offering on February 2, 2004, offset by \$14.0 million used to repurchase of 295,000 outstanding shares of Series B senior preferred stock, at a price equal to 99% of its liquidation value of \$14.1 million and \$3.2 million of additions to deferred financing costs associated with the senior discount note offering.

Capital Expenditures

Capital expenditures - pre-publication costs relate to the costs incurred in the development of new products. For the nine months ended September 30, 2005, we had \$16.8 million of pre-publication expenditures compared to \$8.6 million during the nine months ended September 30, 2004. We plan expenditures of approximately \$23.2 million for pre-publication costs in 2005. This level of spending is intended to support our successful core products and allow for the development of new products.

Capital expenditures - property and equipment relate to the purchase of tangible fixed assets such as computers, software and leasehold improvements. For the nine months ended September 30, 2005 we had \$2.7 million of property, building and equipment expenditures compared to \$2.3 million for the nine months ended September 30, 2004. We plan expenditures of approximately \$4.1 million for property and equipment in 2005. This level of spending allows for our planned implementation of an ERP system at our Recorded Books business, a software conversion and system upgrades at newly acquired Options

Publishing, facility enhancements at Buckle Down Publishing, company-wide general ledger conversion costs and general additions to furniture, fixtures and equipment.

Contractual Obligations and Commitments

There have been no significant changes in our contractual obligations or commitments since December 31, 2004.

We do not have any off-balance sheet financing arrangements.

Seasonality and Quarterly Results of Operations

Our business is subject to modest seasonal fluctuations. Our revenue and income from operations have historically been higher during the second and third calendar quarters. In addition, our quarterly results of operations have fluctuated in the past and can be expected to continue to fluctuate in the future, as a result of many factors, including general economic trends; the traditional cyclical nature of educational material sales; school, library and consumer purchasing decisions; the unpredictable funding of schools and libraries by federal, state, and local governments; consumer preferences and spending trends; the need to increase inventories in advance of our primary selling season; and timing of introductions of new products.

The unaudited quarterly information includes all normal recurring adjustments that management considers necessary for a fair presentation of the information shown. Because of the seasonality of our business and other factors, results for any interim period are not necessarily indicative of the results that may be achieved for the full fiscal year.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of business, our financial position and results of operations are routinely subject to a variety of risks, including market risk associated with interest rate movements on borrowings and investments and currency rate movements on non-U.S. dollar denominated assets, liabilities and income. We regularly assess these risks and have established policies and business practices to protect against the adverse effect of these and other potential exposures.

We utilize cash from operations and short-term borrowings to fund our working capital and investment needs. Cash balances are normally invested in high-grade securities with terms shorter than three months. Because of the short-term nature of these investments, changes in interest rates would not materially affect the fair value of these financial instruments.

Market risks relating to our operations result primarily from changes in interest rates. To reduce the impact of increases in interest rates, we may, in the normal course of business, enter into certain derivative instruments to hedge such changes. However, we do not consider the impact of interest rate fluctuations to represent a significant risk.

We have minimal exposure to foreign currency rate fluctuations on our foreign sales, as currently we have interest at variable rates based on LIBOR plus an applicable spread. As of September 30, 2005, there were no borrowings and minimal transactions denominated in foreign currency. As a result, we do not hedge the exposure to these changes, and the impact on our results of operations from foreign currency fluctuations has been de minimus.

We have available a \$30.0 million senior secured revolving credit facility as a source of financing for our working capital requirements subject to certain restrictive covenants that can reduce the available aggregate borrowings under the facility. As of September 30, 2005, the available borrowing capacity under the senior secured revolving credit facility, was approximately \$25.7 million. Borrowings under this revolving credit agreement bear interest at variable rates based on LIBOR plus an applicable spread. As of September 30, 2005, there were no borrowings outstanding under this credit facility.

Item 4. Controls and Procedures

Disclosure Controls and Procedures. As required by Rule 15d-15 under the Securities Exchange Act of 1934 (the “Exchange Act”), we carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon their evaluation, as of such date, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are reasonably effective to ensure that material information relating to us required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. In designing and evaluating our disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurances of achieving the desired control objectives, and management necessarily was required to apply its judgment in designing and evaluating the controls and procedures. We continually review and document our disclosure controls and procedures, and our internal controls

over financial reporting, and may from time to time make appropriate changes to enhance their effectiveness and ensure that our systems evolve with our business.

Section 404 of the Sarbanes-Oxley Act of 2002 requires that a registrant establish and maintain an adequate internal control structure and procedures for financial reporting and assess on an on-going basis the design and operating effectiveness of the registrant's internal control structure and procedures for financial reporting. Beginning with the fiscal year ending December 31, 2007, our auditors will be required to audit both the design and operating effectiveness of our internal controls and our management's assessment of the design and the effectiveness of such internal controls. Although no known material weaknesses exist at this time, it is possible that material weaknesses may be identified. If we are unable to remediate any material weaknesses that may arise, the auditors could be required to issue an adverse opinion on our internal controls. Because opinions on internal controls have not been required in the past, it is uncertain what impact an adverse opinion would have on us.

Changes in Internal Controls Over Financial Reporting. There were no changes in our internal controls over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are involved in litigation that we consider to be in the normal course of business. We are not presently involved in any legal proceedings that we expect individually or in the aggregate to have a material adverse effect on our financial condition, results of operations or liquidity.

Item 6. Exhibits

(a) List of Exhibits

10.1 Amendment No.5 and Consent No.4, dated as of August 9, 2005, to the Revolving Credit Agreement, dated as of August 20, 2003, by and among the Company, the several lenders from time to time parties thereto, Bear Stearns Corporate Lending, Inc., as Syndication Agent, and The Bank of New York, as administrative agent

31.1 Rule 13a-14(a)/15d-14(a) Certification of Peter J. Quandt

31.2 Rule 13a-14(a)/15d-14(a) Certification of Paul J. Crecca

32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002

32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002

SIGNATURES

The Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HAIGHTS CROSS COMMUNICATIONS,
INC.

By:

Dated: November 14, 2005

/s/ Peter J. Quandt

Peter J. Quandt
Chairman, Chief Executive Officer and
President
(Principal Executive Officer)

Dated: November 14, 2005

/s/ Paul J. Crecca

Paul J. Crecca
Executive Vice President and Chief
Financial Officer
(Principal Financial Officer)

Dated: November 14, 2005

/s/ Mark Kurtz

Mark Kurtz
Vice President of Finance and Accounting
and
Chief Accounting Officer
(Principal Accounting Officer)

CERTIFICATION

I, Peter J. Quandt, certify that:

1. I have reviewed this report on Form 10-Q of Hights Cross Communications, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Releases No. 34-47986, 34-49313 and 34-52492];
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2005

By: /s/ Peter J. Quandt
Name: Peter J. Quandt
Title: Chairman, Chief Executive Officer and
President

CERTIFICATION

I, Paul J. Crecca, certify that:

1. I have reviewed this report on Form 10-Q of Hights Cross Communications, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Releases No. 34-47986, 34-49313 and 34-52492];
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2005

By: /s/ Paul J. Crecca

Name: Paul J. Crecca

Title: Chief Financial Officer and Executive Vice President

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officer of Hights Cross Communications, Inc. (the “Company”) hereby certifies to his knowledge that the Company’s quarterly report on Form 10-Q to which this certification is attached (the “Report”), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2005

By: /s/ Peter J. Quandt
Name: Peter J. Quandt
Title: Chairman, Chief Executive Officer and
President

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officer of Hights Cross Communications, Inc. (the "Company") hereby certifies to his knowledge that the Company's quarterly report on Form 10-Q to which this certification is attached (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2005

By: /s/ Paul J. Crecca
Name: Paul J. Crecca
Title: Chief Financial Officer and Executive
Vice President

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amendment No. 5 and Consent No. 4, dated as of August 9, 2005, to the Revolving Credit Agreement, dated as of August 20, 2003, by and among the Company, the several lenders from time to time parties thereto, Bear Stearns Corporate Lending, Inc., as Syndication Agent, and The Bank of New York, as administrative agent
31.1	Rule 13a-14(a)/15d-14(a) Certification of Peter J. Quandt
31.2	Rule 13a-14(a)/15d-14(a) Certification of Paul J. Crecca
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002