

05-25-1999



**FORM COVER SHEET
ARKS ONLY**

Our Ref.: 101044822

To the Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies):

Macmillan, Inc.

*MAP
5-20-99*

Additional name(s) of conveying party(ies) attached?

Yes No

2. Name and address of receiving party(ies):

Name: Prentice Hall, Inc.

Street Address: One Lake Street

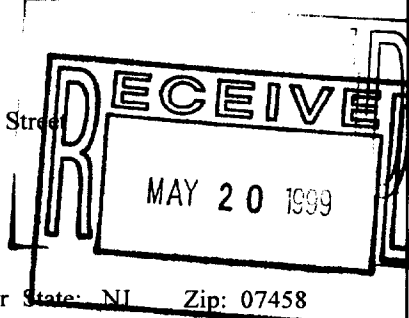
City: Upper Saddle River State: NJ Zip: 07458

Domestic Representative designation attached?

Yes No

Additional name(s) & address(es) attached?

Yes No



3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Effective Date: May 25, 1993 Execution Date: May 13, 1999

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,772,861

Additional numbers attached: Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ian J. Warren

Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU

Street Address: 1800 M Street, N.W.
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 1

7. Total fee (37 C.F.R §3.41): \$40.00

Enclosed
 Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520

Attach duplicate of page if paying by deposit account

9. Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Ian J. Warren

Name of Person Signing

Ian J. Warren

Signature

May 19 1999

Date

05/24/1999 DNGUYEN 00000200 1772861

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40.00 DP

Total number of pages including cover sheet, attachments and documents: 2

Trademark Assignment

WHEREAS, Macmillan, Inc., a New York corporation, with its principal place of business, c/o Pearson Education, Inc., at One Lake Street, Upper Saddle River, New Jersey 07458 (“Assignor”), has adopted, owns and is using the mark **FAMILY ALBUM, U.S.A.** (“the Mark”) in connection with the following goods: “Instructional videotape cassettes and instruction manuals, written course guides and exercise workbooks sold as a unit for use in teaching English as a second language”; and

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods identified therein, Registration No. 1,772,861 registered on May 25, 1993; and

WHEREAS, Prentice Hall, Inc., a Delaware corporation, with its principal place of business at One Lake Street, Upper Saddle River, New Jersey 07458 (“Assignee”), desires to acquire the Mark, and the above-referenced registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill symbolized by the Mark, and the registration thereof, *nunc pro tunc*, effective as of May 25, 1993.

MACMILLAN, INC.

By: 

Robert L. Dancy
Sr. Vice President and Secretary

Date: May 13, 1999