

06-14-2002

FORM PTO-1595
(Rev. 6-93)



102122499
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Our Ref.: 045390-0197

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):

DDC Publishing, Inc.

6-10-02

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

Pearson Education, Inc.

Street Address:

One Lake Street

Upper Saddle River, New Jersey 07458

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

Yes No

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Domestic Representative designation attached? Yes No

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

Yes No

Effective Date: April 3, 2002

Execution Date: April 3, 2002

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

A. Trademark Application No.(s)

76/050,844

B. Trademark Registration No.(s)

2,249,772; 1,874,894; 1,854,611; 1,240,927;

752,986; 1,870,889

Additional numbers attached: Yes No

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

Name: Jessica N. Cohen

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

Street Address: 1111 Pennsylvania Ave., N.W.
City: Washington State: DC Zip: 20004

6. Total number of applications and trademarks involved: 7

7. Total fee (37 C.F.R. §3.41): \$190.00

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.

Jessica N. Cohen
Name of Person Signing

Signature

June 7, 2002

Date

Total number of pages including cover sheet, attachments and documents: 6

06/13/2002 11:19 AM
SELLER 00000119 76050844
40.00 DP
150.00 DP

TRADEMARK
REEL: 002525 FRAME: 0023

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT is dated as of April 3, 2002 (this "Assignment") between DDC Publishing, Inc., a New York corporation (the "Assignor"), and Pearson Education, Inc., a Delaware corporation (the "Assignee").

WHEREAS, pursuant to the terms of that certain Asset Purchase Agreement dated as of March 26, 2002 (the "Asset Purchase Agreement") among the Assignee, the Assignor, John Visaggi and Peter McCarthy, the Assignor has agreed to, among other things, transfer, sell and assign to the Assignee all of the Assignor's right, title and interest in and to the marks related to the Titles or the Business including, but not limited to, those marks set forth on Schedule A hereto (collectively, the "Marks"); and

WHEREAS, capitalized terms used but not defined herein have the respective meanings ascribed to them in the Asset Purchase Agreement.

NOW, THEREFORE, in consideration of the representation, warranties and covenants contained in the Asset Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

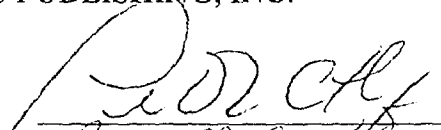
1. Assignment. The Assignor hereby assigns to the Assignee all right, title, and interest in and to the Marks, together with all goodwill associated therewith.
2. Rights and Privileges. All rights and privileges, including without limitation the right to sue for and receive all damages from past infringements of the Marks, shall be held and enjoyed by the Assignee and its successors, assigns and other legal representatives.
3. Further Assurances. The Assignor agrees to execute and deliver at any future date any additional documents that the Assignee reasonably determines are required to perfect the Assignee's ownership of or title to the Marks.
4. Authorization. The Assignor authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any other official throughout the world whose duty is to register and record ownership in trademark registrations and applications for registration of trademarks, to record the Assignee as the assignee and owner of any and all of the Assignor's rights in the Marks.
5. Counterparts. This Assignment may be executed in one or more counterparts, or by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Assignment by facsimile shall be effective as delivery of a manually executed counterpart to this Assignment.
6. Governing Law. This Assignment shall be construed by and governed in accordance with the Laws of the State of New York, without giving effect to any choice of law

or conflict of law provision or rule that would cause the application of the Laws of any jurisdiction other than the State of New York.

[Signature page follows.]

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

DDC PUBLISHING, INC.

By: 
Name: Peter McCarthy
Title: General Manager

ACCEPTED:

PEARSON EDUCATION, INC.

By: _____
Name:
Title:

Signature page to Trademark Assignment

TRADEMARK
REEL: 002525 FRAME: 0026


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

DDC PUBLISHING, INC.

By: _____
Name:
Title:

ACCEPTED:

PEARSON EDUCATION, INC.

By: 
Name: _____
Title: _____
GEORGE MCGUIRK
S.V.P. GENERAL MANAGER
SECONDARY GROUP

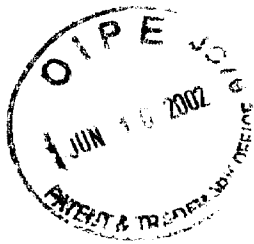
Signature Page to Trademark Assignment

TRADEMARK
REEL: 002525 FRAME: 0027

Marks

Mark	Country	App. No./Reg. No. Filing Date/Reg. Date	Status
DDC	Canada	893,489 October 16, 1998	Pending
DDC	United States	76/050,844 May 18, 2000	Pending
INTERNET IN AN HOUR	United States	2,249,772 June 1, 1999	Registered
Design Only	United States	1,874,894 January 17, 1995	Registered
DDC QUICK REFERENCE GUIDE	United States	1,854,611 September 20, 1994	Registered
ALPHA HAND (Stylized)	United States	1,240,927 June 7, 1983	Registered
DDC	United States	752,986 July 16, 1963	Registered
DDC	European Community	908566 January 5, 2000	Registered
FIND IT FASTER BECAUSE YOU READ LESS	United States	1,870,889 December 27, 1994	Registered

Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004
Tel: 202.739.3000
Fax: 202.739.3001
www.morganlewis.com



Morgan Lewis
C O U N S E L O R S A T L A W

Jessica N. Cohen
(212) 309-6764
jncohen@morganlewis.com

June 10, 2002

VIA HAND DELIVERY

Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, Virginia 22202-3513
Attention: Assignment Branch

Re: Recordation of Assignment Document
Our Ref.: 045390-0197

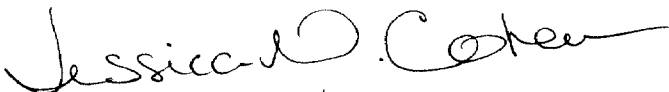
Dear Madam:

We enclose for recording at the Assignment Branch a Trademark Assignment document made between DDC Publishing, Inc. (conveying party) and Pearson Education, Inc. (receiving party). This document is being filed to update record title to the one (1) application and six (6) registrations set forth on the enclosed Recordation Form Cover Sheet.

The details of this recording are set out on the enclosed Recordation Form Cover Sheet in compliance with Patent and Trademark Office rules. We also enclose a check in the amount of \$190.00 to cover the filing fee for this request. Any deficiency or overpayment should be debited from or credited to the deposit account of Morgan, Lewis & Bockius LLP, Account No. 13-4520.

If you have any questions, please do not hesitate to call me. Thank you for your assistance.

Sincerely,


Jessica N. Cohen *cn/s*

Enclosures

Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh
Princeton Northern Virginia London Brussels Frankfurt Tokyo

1-NY/1460567.1

RECORDED: 06/10/2002

TRADEMARK
REEL: 002525 FRAME: 0029