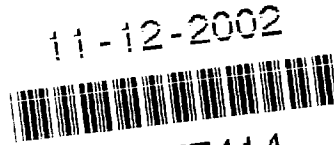


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1



102277414

Attorney Docket No.: 45390-0034-0731

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

1. Name of conveying party(ies):
Elfrieda Hiebert

11-6-02

2. Name and address of receiving party(ies):
**Pearson Education, Inc.
One Lake Street
Upper Saddle River, NJ 07458**

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: **October 31, 2002**

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: **Delaware**
 Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No **N/A**

(Designations must be a separate document from Assignment)

4. A. Application number(s):

B. Trademark Registration No.(s):
2,595,815

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

**Jessica N. Cohen, Esq.
C/O TMSU
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004**

Telephone: (212) 309-6764
Facsimile: (212) 309-6273
E-Mail: jncohen@morganlewis.com

6. Total number of applications and registrations involved: **[1]**

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ **40.00**
0 x \$25.00 = \$ **0.00**
Total \$ **40.00**

 Authorized to be charged to deposit account

8. Deposit account number: **13-4520**

DO NOT USE THIS SPACE

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.

Name of Person Signing *Jessica N. Cohen* Signature November 5, 2002 Date

Total number of pages including cover sheet, attachments and document: **[2]**

OMB No. 0651-0011 (exp. 4/94)

11/06/2002 TDIAZ1 00000078 2595815

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TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (the "Agreement") dated as of Oct 31, 2002 is made by Elfrieda Hiebert ("Assignor"), an individual, in favor of Pearson Education, Inc. ("Assignee"), a Delaware corporation, having its principal place of business at One Lake Street, Upper Saddle River, New Jersey 07458.

WHEREAS Assignor owns all right, title and interest in and to the trademark QUICKREADS, the federal trademark registration therefor, Reg. No. 2,595,815, all common law rights related thereto (collectively, the "Mark"), and the goodwill of the business developed through the use of the Mark; and

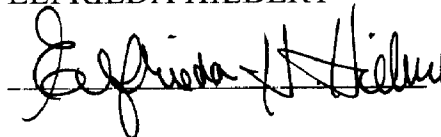
WHEREAS, Assignee desires to acquire all right, title and interest in and to the Mark, and the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby assigns and transfers to Assignee the entire right, title and interest in and to the Mark and the goodwill of the business symbolized by the Mark. All rights and privileges pertaining to the Mark, including the right to sue for and receive all damages from past and future infringements of the Mark, will be held and enjoyed by Assignee and its successors and assigns.

Assignor hereby agrees to execute and deliver promptly any additional documents as may be necessary or desirable in order to render effective the consummation of the transaction contemplated hereby and the recordation of Assignee as the owner of the Mark.

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

ELFRIEDA HIEBERT

A handwritten signature in black ink, appearing to read "Elfrieda Hiebert", is written over a horizontal line.