

01-29-2003

RECOR



Attorney Docket No.: 45390-0179-0857

102350897

OCT 11 2002

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

1. Name of conveying party(ies):

10-11-02

Waterside Productions, Inc.

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

**Pearson Education, Inc.
One Lake Street
Upper Saddle River
New Jersey 07458**

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: **September 20, 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):

76/229,355 76/133,431
~~**76/229,356**~~ ~~**75/676,777**~~
76/229,357 75/676,141

B. Trademark Registration No.(s):

2,391,884 2,296,639
2,388,145
2,339,045

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: **[10]**

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ **40.00**
9 x \$25.00 = \$ **225.00**
 Total \$ **265.00**

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.

Jessica N. Cohen, Esq.

Name of Person Signing

Signature

October 9, 2002

Date

01/28/2003 BYRNE 00000024 76229355

Total number of pages including cover sheet, attachments and document: **[3]**

01 FC:8521 40.00 OP
 02 FC:8522 225.00 OP

06/11/0011 (exp. 4/94)

TRADEMARK ASSIGNMENT

This Trademark Assignment is made on this 20 day of September 2002 between Waterside Productions Inc., a California corporation ("Assignor"), in favor of Pearson Education, Inc., a Delaware corporation ("Assignee").

WHEREAS, pursuant to the terms of that certain Purchase Agreement dated as of the date hereof between Assignor and Assignee, Assignor has agreed to, among other things, transfer, sell and assign to Assignee all of Assignor's right, title and interest in and to certain trademarks, including the marks, names and logos listed on the attached Schedule A and the goodwill appurtenant thereto (hereinafter "Marks");

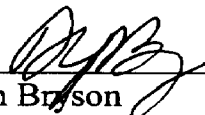
WHEREAS, Assignor is the owner of all right, title and interest in and to the Marks, and

WHEREAS, Assignee is desirous of acquiring all rights to the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title, interest in and to the Marks and all right to sue and collect for any infringement of said Marks occurring prior to the date hereof, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

Signed as of the date set forth above.

WATERSIDE PRODUCTIONS INC.

By:  _____
Dan Bryson
Secretary

Schedule A

MARK	APPLICATION/ REGISTRATION NO.
CERTIFICATION INSIDER CB Matter Number: 400027.0016	Registration No. 2,388,145
CERTIFICATION INSIDER CB Matter Number: 400027.0017	Registration No. 2,296,639
CERTIFICATION INSIDER CB Matter Number: 400027.0018	Registration No. 2,391,884
CERTIFICATION INSIDER CB Matter Number: 400027.0019	Registration No. 2,339,045
EXAM CRAM CB Matter Number: 400027.0059	Application No. 76/229,355
EXAM CRAM CB Matter Number: 400027.0027	Application No. 75/676,141
EXAM CRAM CB Matter Number: 400027.0060	Application No. 76/229,356
EXAM CRAM CB Matter Number: 400027.0061	Application No. 76/229,357
EXAM CRAM LIVE and Design CB Matter Number: 400027.0051	Application No 76/133,431
EXAM CRAM LIVE CB Matter Number: 400027.0038	Application No. 75/676,777

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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

October 11, 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.: 45390-0179-0857

Dear Madam:

We enclose for recording at the Assignment Branch a Trademark Assignment made between Waterside Productions, Inc. (conveying party) and Pearson Education, Inc. (receiving party). This document is being filed to update record title to the six (6) applications and four (4) registrations set forth on the 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 \$265.00 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.

Please call me if you have any questions. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Jessica N. Cohen".

Jessica N. Cohen

Enclosures

cc: Robert Abramson, Esq. (w/o encls.)

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

1-NY/1511621.1

RECORDED: 10/11/2002

TRADEMARK
REEL: 002659 FRAME: 0525