

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Computer Curriculum Corporation		12/30/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	NCS Pearson, Inc.
Street Address:	5601 Green Valley Drive
City:	Bloomington
State/Country:	MINNESOTA
Postal Code:	55437
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Registration Number:	2158847	CCC COMPUTER CURRICULUM CORPORATION
Registration Number:	2056003	CCC
Registration Number:	2302724	MATH CORNER
Registration Number:	2049405	MATH INVESTIGATIONS
Registration Number:	2100123	STORY PAINTER
Registration Number:	1859063	SUCCESS MAKER
Registration Number:	2162436	VAMOS A LEER!

CORRESPONDENCE DATA	
Fax Number:	(202)739-3001
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	202-739-5093
Email:	trademarks@morganlewis.com
Correspondent Name:	K. Altoff C/O Morgan Lewis & Bockius LLP
Address Line 1:	1111 Pennsylvania Ave. NW
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	045390-0038
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NAME OF SUBMITTER:

Kristin H. Altoff

Total Attachments: 5

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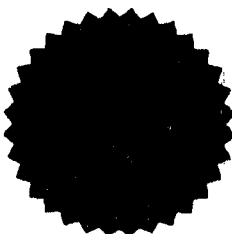
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:
"COMPUTER CURRICULUM CORPORATION", A DELAWARE CORPORATION,
"INVEST LEARNING CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "NCS PEARSON, INC." UNDER THE NAME OF "NCS PEARSON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK A.M..

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2177812

DATE: 12-30-02

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CERTIFICATE OF OWNERSHIP AND MERGER

of

COMPUTER CURRICULUM CORPORATION

and

INVEST LEARNING CORPORATION

with and into

NCS PEARSON, INC.

December 30, 2002

(Pursuant to Sections 252 and 253 of the General Corporation Law of Delaware)

NCS Pearson, Inc., a Minnesota corporation (the "Corporation"), does hereby certify as follows:

FIRST: That the Corporation owns all of the issued and outstanding shares of the capital stock of Computer Curriculum Corporation, a Delaware corporation ("CCC"), and Invest Learning Corporation, a Delaware corporation ("Invest").

SECOND: That the Corporation has determined to merge CCC and Invest with and into the Corporation pursuant to Sections 252 and 253 of the General Corporation Law of the State of Delaware by the following resolutions duly adopted by the Corporation's Board of Directors on December 18, 2002:

RESOLVED, that it is deemed advisable and in the best interests of the Corporation that CCC and Invest be merged with and into the Corporation pursuant to the plan of merger attached hereto as Exhibit A (the "Plan"); and further

RESOLVED, that the Corporation be, and it hereby is, authorized, empowered and directed to execute and deliver (i) the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware and (ii) the Articles of Merger to be filed with the Secretary of State of the State of Minnesota; and further

RESOLVED, that the officers of the Corporation are, and each hereby is, authorized and empowered to execute, acknowledge, file and record (i) the Certificate of Ownership and Merger and (ii) the Articles of Merger and any amendments or supplements thereto, under the applicable provisions of the General Corporation Law of the State of Delaware and the Minnesota Business Corporation Act; and further

RESOLVED, that the officers of the Corporation are, and each hereby is, authorized, empowered and directed to execute and deliver such other instruments and documents, and to take all such other and further actions as any such officer shall deem necessary or desirable to carry out the purpose and intention of the foregoing resolutions and to effectuate the transactions contemplated thereby.

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THIRD: That the Corporation agrees to be served with process in Delaware in any proceeding for enforcement of any obligation of CCC or Invest and for enforcement of any obligation of the Corporation arising from the merger. For purposes of any such suit or other proceeding, the Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process. A copy of any such process shall be mailed to:

NCS, Pearson Inc.
5601 Green Valley Drive
Bloomington, Minnesota 55437
Attn: Steve Wells, General Counsel

FOURTH: That the effective date of the merger shall be as of the date hereof.

[Signature page follows.]

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Ownership and Merger as of the date first written above.

NCS PEARSON, INC.

By:


Name: James C. Afdahl

Title: Chief Financial Officer and Treasurer

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Exhibit A

**Plan of Merger
of
Computer Curriculum Corporation
and
Invest Learning Corporation
with and into
NCS Pearson, Inc.**

1. Computer Curriculum Corporation ("CCC") and Invest Learning Corporation ("Invest") shall be merged with and into NCS Pearson, Inc. ("NCS") in accordance with this plan of merger (the "Plan").
2. CCC and Invest shall merge with and into NCS, effect as of the date of filing of the Articles of Merger with the Secretary of State of Minnesota (the "Effective Date"). NCS shall be the continuing and resulting corporation (the "Surviving Corporation") and shall continue as a corporation organized and existing under the laws of the State of Minnesota. The Certificate of Incorporation and the bylaws of NCS shall be those of the surviving corporation.
3. Upon the Effective Date, each share of capital stock of CCC and Invest Learning issued and outstanding immediately prior to the Effective Date shall be canceled.

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