

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Graduate Management Admission Council

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other: Non-profit Corporation

Additional name(s) of conveying party(ies) attached? Yes
 No

2. Name and address of receiving party(ies):
Name: McGraw-Hill Higher Education

Internal Address:
Street Address:
1221 Avenue of the Americas

City: New York
State: NY Zip: 10020

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: New York
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes
(Designations must be a separate document from assignment) No

Additional name(s) & address(es) attached? Yes No

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

Execution Date: May 17, 2004

4. Application Number(s) or Registration Number(s):
A. Trademark Application No.(s):
Additional numbers attached? Yes

B. Trademark Registration No.(s):
2,202,335 2,606,190
2,202,345 2,673,632
2,226,830

Additional numbers attached? No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jan K. Simpson
FULBRIGHT & JAWORSKI L.L.P.

Internal Address: Atty. Dkt.:
Street Address: 1301 McKinney, Suite 5100

City: Houston State: TX Zip: 77010-3095

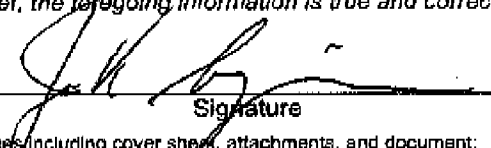
6. Total Number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 200.00
 Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card (Form 2036 enclosed)

8. Deposit account number: 06-2375
(Attach duplicate copy of this page if paying by deposit account)

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.

Jan K. Simpson  May 20, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

CH \$200.00 062375 2202335

Docket No.: HO-T02159US0

ASSIGNMENT
(U.S. and Foreign Trademarks)

WHEREAS, Graduate Management Admission Council, a corporation organized under and pursuant to the laws of Virginia having its principal place of business at 1600 Tysons Boulevard; Suite 1400; McLean, Virginia 22102 (hereinafter referred to as Assignor), has adopted and is using the Marks set forth in SCHEDULE A hereof which they have used in various countries throughout the world including the United States; and

WHEREAS, McGraw-Hill Higher Education, a corporation organized under and pursuant to the laws of New York having its principal place of business at The McGraw-Hill Companies; 1221 Avenue of the Americas; New York, New York 10020 (hereinafter referred to as Assignee), desires to acquire an undivided fifty percent (50%) right, title and interest in the Marks and the goodwill of the business associated with the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign and transfer to the Assignee an undivided fifty percent (50%) right, title and interest in and to the registrations for said Marks and an undivided fifty percent (50%) of its right, title, and interest to said Marks not presently registered, set forth in *SCHEDULE A* hereof, together with the goodwill of the business symbolized by the Marks and the registrations thereof, and all other rights which Assignor has enjoyed thereunder both in the United States and throughout all countries of the world, including any and all rights of recovery based on past infringement of said Marks and/or registrations, the same to be held and enjoyed by the Assignee, its successors, and assigns forever and to the full end of the terms for which any of the aforesaid Marks are registered and any renewals of the terms thereof;


AND FOR THE SAME CONSIDERATION, the Assignor also hereby covenants and agrees that, at the time of execution and delivery of these presents, the Assignor is the sole and lawful owner of all right, title, and interest in and to the said registrations and applications and believes it is the sole and lawful owner of all right, title, and interest to said Marks and said goodwill associated therewith and that the same are unencumbered and that the Assignor has

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good and full right and lawful authority to sell and convey the same in the manner herein set forth;

AND FOR THE SAME CONSIDERATION, the Assignor hereby covenants and agrees that the Assignor will, whenever counsel of the Assignee or the counsel of its successors, legal representatives, and assigns shall advise that it is lawful and desirable, sign all papers and documents, deliver necessary documents including original registration certificates, if available, take all lawful oaths, execute separate confirmatory assignments, and do all acts reasonably necessary or desirable to be done for the procurement, maintenance, enforcement, and defense of said Marks and registrations thereof without charge to the Assignee, its successors, legal representatives, and assigns, other than reasonable costs and expenses incurred by the Assignor or any of its employees, agents, and representatives in connection with the foregoing actions.


Date: May 17, 2004



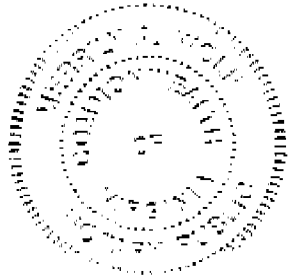
David A. Wilson
President

United States of America)
State of Virginia)
County of Fairfax)

On this 17 day of May, 2004, before me personally came David A. Wilson, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged execution of the same.



Notary Public



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SCHEDULE A**REGISTRATIONS, APPLICATIONS, AND COMMON LAW MARKS**

Registration Number	Date Registered	Serial Number.	Filing Date	Ctry	Mark
2,202,335	Nov 3, 1998	75/169,646	Sep 20, 1996	US	Finance Interactive
2,202,345	Nov 3, 1998	75/221,018	May 15, 1998	US	Quantitative Skills Interactive
2,226,830	Feb 23, 1999	75/169,645	Sep 20, 1996	US	Accounting Interactive
2,606,190	Aug 6, 2002	76/289,532	Jul 25, 2001	US	Statistics Interactive
2,673,632	Jan 14, 2003	75/982,123	Feb 8, 2001	US	MBS Survival Kit