

FORM PTO-1594 (Modified) 1-31-92

09-14-2004

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

RE



3/10/03

102770507

Attorney Docket No.: 45390-0063-0912

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

<p>1. Name of conveying party(ies):</p> <p>Pearson Education Holdings Inc.</p>	<p>2. Name and address of receiving party(ies):</p> <p>Pearson Education, Inc. One Lake Street Upper Saddle River, NJ 07458</p>																					
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: December 31, 2002</p>	<p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input type="checkbox"/> No N/A</p> <p>(Designations must be a separate document from Assignment)</p>																					
<p>4. A. Application number(s):</p> <p>76/385,323 76/385,324 76/061,588 76/454,757</p>	<p>B. Trademark Registration No.(s):</p> <table border="0"> <tr><td>2,618,711</td><td>2,286,787</td><td>1,231,894</td></tr> <tr><td>2,301,008</td><td>2,273,723</td><td>2,437,407</td></tr> <tr><td>2,273,722</td><td>2,327,396</td><td>2,337,376</td></tr> <tr><td>2,243,975</td><td>2,446,829</td><td>2,379,462</td></tr> <tr><td>1,968,986</td><td>2,488,478</td><td>2,491,376</td></tr> <tr><td>2,273,724</td><td>2,096,870</td><td>2,413,921</td></tr> <tr><td>2,273,368</td><td>1,231,893</td><td>2,099,675</td></tr> </table>	2,618,711	2,286,787	1,231,894	2,301,008	2,273,723	2,437,407	2,273,722	2,327,396	2,337,376	2,243,975	2,446,829	2,379,462	1,968,986	2,488,478	2,491,376	2,273,724	2,096,870	2,413,921	2,273,368	1,231,893	2,099,675
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<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>Kristin H. Altoff, Esq. Jessica N. Cohen, Esq. C/O TMSU 1111 Pennsylvania Avenue, N.W. Washington D.C. 20004</p> <p>Telephone: (212) 309-6764 Facsimile: (212) 309-6273 E-Mail: jcohen@morganlewis.com</p>	<p>6. Total number of applications and registrations involved: [25]</p> <p>7. Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ 40.00 <u>24</u> x \$25.00 = \$ 600.00 Total \$ 640.00</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 13-4520 <i>Charge Fee</i></p>																					

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01 FC-1521 10.00 DA
02 FC-1522 600.00 DA

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.

Kristin H. Altoff, Esq.
~~Jessica N. Cohen, Esq.~~

Kristin H. Altoff
Jessica N. Cohen

Signature

March 4, 2003

Date

65323

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

Schedule A

Marks

Mark	Jurisdiction	Serial Number/ Registration Number
FACTMONSTER	US	2,618,711
FACTMONSTER	US	76/385,323
Factmonster Character	US	76/061,588
Factmonster Character	US	76/385,324
FAMILY EDUCATION COMPANY	US	2,301,008
FAMILY EDUCATION COMPANY Plus Design	US	2,273,722
FAMILY EDUCATION NETWORK	US	2,243,975
FAMILY EDUCATION NETWORK	US	1,968,986
FAMILY EDUCATION NETWORK Plus Design	US	2,273,724
FAMILY EDUCATION PARTNERSHIP	US	2,273,368
FAMILY EDUCATION TODAY	US	2,286,787
FAMILY EDUCATION TODAY Plus Design	US	2,273,723
FAMILYEDUCATION.COM	US	2,327,396
HOMEWORK RELIEF CENTER	US	76/454,757
HOTWORDS	US	2,446,829
INFOPLEASE	US	2,488,478
INFORMATION PLEASE	US	2,096,870
INFORMATION PLEASE	US	1,231,893
INFORMATION PLEASE ALMANAC	US	1,231,894
IP (Stylized)	US	2,437,407
IP (Stylized)	US	2,337,376
MYGRADEBOOK.COM	US	2,379,462
MYSCHOOLONLINE.COM	US	2,491,376
TEACHERVISION.COM	US	2,413,921
THE FAMILY EDUCATION PARTNERSHIP	US	2,099,675

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT is dated as of December 31, 2002 (this "Assignment") between Pearson Education Holdings Inc., a Delaware corporation (the "Assignor"), and Pearson Education, Inc., a Delaware corporation (the "Assignee").

WHEREAS, 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 certain marks, which marks are listed on the attached Schedule A (collectively, the "Marks").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignment. The Assignor hereby assigns to the Assignee all right, title, and interest in and to the Marks, together with the goodwill associated therewith.
2. Rights and Privileges. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks, will 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 a 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.

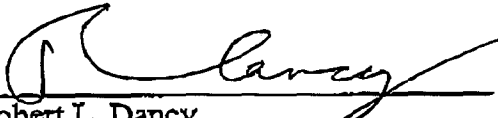
Signature page follows

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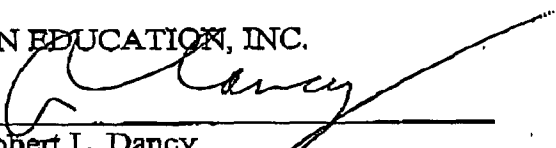
IN WITNESS WHEREOF, the Assignor has duly executed this Trademark Assignment as of the date first written above.

PEARSON EDUCATION HOLDINGS INC.

By: 
Name: Robert L. Dancy
Title: Senior Vice President, Secretary and
General Counsel

ACCEPTED:

PEARSON EDUCATION, INC.

By: 
Name: Robert L. Dancy
Title: Senior Vice President, Secretary and
General Counsel

Signature page to Trademark Assignment

1-NY/1542104.1