

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Altona Ed, LLC		08/27/2004	CORPORATION: NEBRASKA

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

<b>PROPERTY NUMBERS Total: 2</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Serial Number:	78347540	SIPS
Serial Number:	78359114	MUCH MORE THAN A STUDENT INFORMATION SYSTEM

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(952)681-3060
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	(952) 681-3187
<b>Email:</b>	nancy.pond@pearson.com
<b>Correspondent Name:</b>	Nancy pond
<b>Address Line 1:</b>	5601 Green Valley Drive
<b>Address Line 4:</b>	Bloomington, MINNESOTA 55437

<b>ATTORNEY DOCKET NUMBER:</b>	ALTONAED ASSIGNMENT
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<b>NAME OF SUBMITTER:</b>	Nancy Pond
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**Total Attachments: 5**  
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**ASSIGNMENT OF TRADEMARKS**

This Trademark Assignment is made on August 27, 2004 (the "Assignment"), by Altona Ed, LLC, a Nebraska limited liability company ("Assignor"), with a business address of 1963 West Anderson Avenue, Phoenix, AZ 85023 and NCS Pearson, Inc., a Minnesota corporation ("Assignee"), with a business address of c/o Pearson Education, Inc., One Lake Street, Upper Saddle River, NJ 07458.

WHEREAS, pursuant to that certain Asset Purchase Agreement between Assignee, Assignor and Aaron Kardell ("Kardell"), Robert W. Darby ("Darby"), Michael T. Rhein ("Rhein"), Neil Berget ("Berget") and Rodney R. Tompkins ("Tompkins") dated as of August 27, 2004 (the "Asset Purchase Agreement"), Assignor has agreed to transfer, sell and assign to Assignee all of its right, title and interest in and to its Intellectual Property, including the trademarks and the registrations therefor listed on the attached Schedule A ("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. Assignor hereby assigns to Assignee all of Assignor's right, title, and interest in and to the Marks.
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 Assignee and its successors, assigns and other legal representatives.

3. Authorization. Assignor authorizes and requests the Commissioner of Trademarks of the United States to record Assignee as the assignee and owner of any and all rights in the Marks.

4. Counterparts. This Assignment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

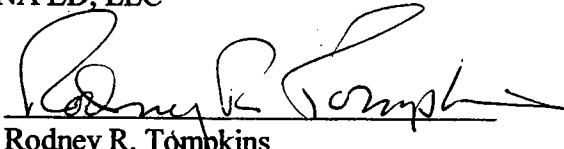
6. Governing Law. This Assignment shall be construed under and governed by the laws of the New York without regard to its conflict of laws provisions or other principles of any jurisdiction that would result in the application of any law other than the laws of the State of New York.

In WITNESS THEREOF, this Assignment has been executed on behalf of each of the parties hereto as of the date hereof.

**[Signature Pages Follow]**


ASSIGNOR:

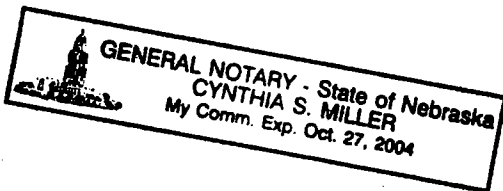
ALTONA ED, LLC

By:   
Name: Rodney R. Tompkins  
Title: Manager

State of Nebraska                    )  
County of Wayne                    )        ss.:

On this 24 day of August, 2004, before me, a Notary Public, personally appeared Rodney R. Tompkins to me known to be the Manager of ALTONA ED, LLC and also known to me to be the person who executed the foregoing assignment on behalf of ALTONA ED, LLC and acknowledged to me that such corporation executed the same.

  
Notary Public



ASSIGNEE:

NCS PEARSON, INC.

By: [Signature]  
Name:  
Title:

State of Arizona )  
County of Maricopa ) ss.: Meru

On this \_\_\_\_\_ day of August, 2004, before me, a Notary Public, personally appeared John Lynch, Jr. to me known to be the Vice President of NCS PEARSON, INC. and also known to me to be the person who executed the foregoing assignment on behalf of NCS PEARSON, INC. and acknowledged to me that such corporation executed the same.





Notary Public State of Arizona  
Maricopa County  
Denise B. Dean  
Expires August 06, 2008

[Signature]  
Notary Public

[Signature Page to Assignment of Trademarks]

SCHEDULE A

Mark	App. No. and Filing Date	Goods / Services
<p>MUCH MORE THAN A STUDENT INFORMATION SYSTEM</p>	<p>78/359,114 January 28, 2004</p>	<p>Information management software for use by schools and school districts, in Class 9.</p>
<p>SIPS Plus Design</p>  The logo for SIPS features the word "SIPS" in a bold, serif font. The letter "i" has a dot above it. The letters are enclosed within a thin, curved line that arches over the top and under the bottom, resembling a stylized "C" or a protective shield.	<p>78/347,540 January 4, 2004</p>	<p>Information management software for use by schools and school districts, in Class 35 [sic].</p>
<p>ALTONAED Plus Design</p>  The logo for AltonaEd features the word "AltonaEd" in a serif font. The letter "A" is significantly larger than the other letters. A thin, curved line arches over the top and under the bottom of the word, similar to the SIPS logo.	<p>78/347,539 January 4, 2004</p>	<p>Information management software for use by schools and school districts, in Class 9.</p>