

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The SIOP Institute, LLC		05/27/2005	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Pearson Education, Inc.		
Street Address:	One Lake Street		
City:	Upper Saddle River		
State/Country:	NEW JERSEY		
Postal Code:	07458		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2881603	SIOP	
Registration Number:	2881604	SIOP SHELTERED INSTRUCTION OBSERVATION PROTOCOL	
Registration Number:	2881605	SIOP INSTITUTE	
CORRESPONDENCE DATA			
Fax Number:	(202)739-3001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202.739.5517		
Email:	trademarks@morganlewis.com		
Correspondent Name:	Carole R. Klein, Esq.		
Address Line 1:	1111 Pennsylvania Avenue, N.W.		
Address Line 2:	Attn: TMSU		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
NAME OF SUBMITTER:	Carole R. Klein		

CH \$90.00 2881603

Signature:

/Carole R. Klein/

Date:

09/22/2005

Total Attachments: 3

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TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT, dated as of May 27, 2005 (this "Assignment"), by and between The SIOP Institute, LLC, a limited liability company organized under the laws of the State of California, (the "Assignor"), and Pearson Education, Inc., a corporation organized under the laws of the State of Delaware, (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").

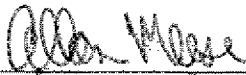
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

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.]

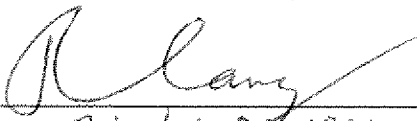
IN WITNESS WHEREOF, the Assignor has duly executed this Trademark Assignment as of the date first written above.

THE SIOP INSTITUTE, LLC

By: 
Name: Allan Meese
Title: SVP & CFO S+PO Group
Pearson Ed

ACCEPTED:

PEARSON EDUCATION, INC.

By: 
Name: Robert L. DANCY
Title: Senior Vice President

SCHEDULE A

List of Marks

SIOP, Reg. No. 2,881,603, registered on September 7, 2004. The registration covers "educational services, namely, providing seminars to convey information to educators concerning methods of instructing students for whom English is a second language in various educational subject matter," in Class 41.

SIOP SHELTERED INSTRUCTION OBSERVATION PROTOCOL Plus Design, Reg. No. 2,881,604, registered on September 7, 2004. The registration covers "educational services, namely, providing seminars to convey information to educators concerning methods of instructing students for whom English is a second language in various educational subject matter," in Class 41.

SIOP INSTITUTE, Reg. No. 2,881,605, registered on September 7, 2004. The registration covers "educational services, namely, providing seminars to convey information to educators concerning methods of instructing students for whom English is a second language in various educational subject matter," in Class 41.