

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
EFFECTIVE DATE:	01/23/2001		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Prentice-Hall, Inc.		01/08/2001	CORPORATION: NEW JERSEY
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: 1			
Property Type	Number	Word Mark	
Registration Number:	1375654	PRENTICE-HALL	
CORRESPONDENCE DATA			
Fax Number:	(212)916-2940		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 297-5800		
Email:	NYTrademark@pitneyhardin.com		
Correspondent Name:	Elyse A. Marcus		
Address Line 1:	7 Times Square		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	005097-115355		
NAME OF SUBMITTER:	Elyse A. Marcus		
Signature:	/eam/		

OP \$40.00 1375654

Date:

12/19/2005

Total Attachments: 3

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United States of America



DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I Certify That the document hereunto annexed is under the Seal of the Secretary of State of the State(s) of New Jersey, and that such Seal(s) is/are entitled to full faith and credit.*

In testimony whereof, I, Condoleezza Rice, Secretary of State, have hereunto caused the seal of the Department of State to be affixed and my name subscribed by the Assistant Authentication Officer, of the said Department, at the city of Washington, in the District of Columbia, this twenty-second day of April, 2005.

Condoleezza Rice
Secretary of State
By *Genevieve E. Clark*
Assistant Authentication Officer,
Department of State

Issued pursuant to CHXIV, State of Sept. 15, 1789, 1 Stat. 68-69; 22 USC 2657; 22 USC 2651a; 5 USC 301; 28 USE 1733 et. seq.; 8 USC 1443(f); RULE 44 Federal Rules of Civil Procedure.

**For the contents of the annexed document, the Department assumes no responsibility*

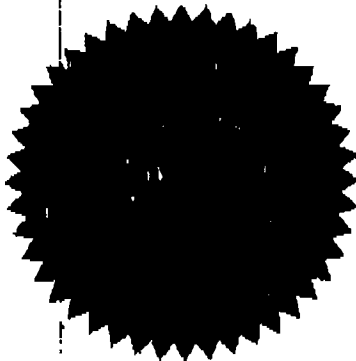
This certificate is not valid if it is removed or altered in any way whatsoever

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)**

PEARSON EDUCATION, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Amendment on January 23rd, 2001
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
18th day of March, 2005*



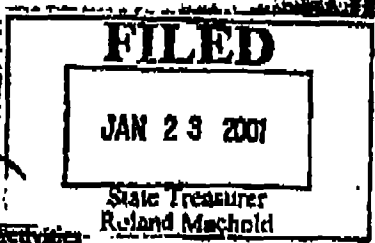
*John E McCormac, CPA
State Treasurer*

TYPE ALL INFORMATION EXCEPT SIGNATURE

CHECK APPROPRIATE STATUTE:

Title 14A: 13-6 New Jersey Business Corporation Act (File in DUPLICATE)

Title 15A: 13-6 New Jersey Business Corporation Act (File in TRIPPLICATE)



APPLICATION FOR AN AMENDED CERTIFICATE OF AUTHORITY (For use by Foreign Profit and Nonprofit Corporations)

Indicate if existing: Corporate Name Business / Activities

Original Corporate Name: Prentice-Hall, Inc.

Pursuant to the provisions of the appropriate Statute, checked above, of the New Jersey Statutes, the undersigned corporation hereby applies for an Amended Certificate of Authority, and for this purpose certifies to the following:

- 1. Name of Corporation: Pearson Education, Inc.
- 2. Corporation Number: 7163201000
- 3. State and Date of Foreign Incorporation is: Delaware, February 11, 1979
- 4. Date of Authorization: April 15, 1953
- 5. The Period for Which the Corporation is to Exist is: Indefinite
- 6. The Address of its Main Office or Headquarters is:
 - One Lake Street
(Street and Postal Designation, if applicable)
 - Upper Saddle River New Jersey 07458
(City) (State) (Zip)
- 7. The Name and Address of its Registered Agent in New Jersey is:
 - The Prentice Hall Corporate Systems, NJ, Inc.
(Agent's Name)
 - 830 Bear Tavern Road
(Street and Postal Designation, if applicable)
 - Trenton New Jersey 08628
(City) (State) (Zip)

Said Registered Agent is an agent of the corporation upon whom process against the corporation may be served.

8. The business / activities which the corporation is authorized to conduct in New Jersey, and which is also authorized to conduct in its home jurisdiction are: No change

Note: Attach a good standing certificate from the home state dated not more than 30 days prior to filing in New Jersey.

Signature: [Signature]
(Must be Ch. of Bd. Pres. or Vice Pres.)

Date: January 17, 2001 Title: Senior Vice President and Secretary

The purpose of this form is to simplify the filing requirements of the Secretary of State and does not replace the need for competent legal advice.

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