

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Health Education Systems LLC		01/06/2006	Limited Liability Partnership: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Elsevier Inc.		
<b>Street Address:</b>	360 Park Avenue South		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10010		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76651401	HESI TEST TAKING TUTORIAL (T3)	
<b>Serial Number:</b>	76651322	HESI SPECIALTY EXAM	
<b>Serial Number:</b>	76651321	HESI ADMISSION ASSESSMENT (A2) EXAMS	
<b>Serial Number:</b>	76651320	HESISERVER	
<b>Serial Number:</b>	76651318	HESI FACULTY FACILITATED (F2) NCLEX REVIEW	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(302)884-8300		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	trademarks@reilaw.com		
<b>Correspondent Name:</b>	Reed Elsevier Intellectual Property		
<b>Address Line 1:</b>	1105 North Market Street, Suite 501		
<b>Address Line 2:</b>	FIFTH FLOOR		
<b>Address Line 4:</b>	Wilmington, DELAWARE 19801		
<b>NAME OF SUBMITTER:</b>	RENEE SIMONTON		

CH \$140.00 76651401

Signature:

/renee simonton/

Date:

02/09/2006

Total Attachments: 2

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**ASSIGNMENT OF TRADEMARK/SERVICE MARK REGISTRATIONS**

WHEREAS Health Education Systems, LLP, a limited liability partnership organized under the laws of the State of Delaware and successor by conversion to Health Education Systems, Inc., a corporation organized under the laws of the State of Texas, having offices at 2656 South Loop West, Suite 690, Houston, Texas 77054, has adopted, used and is using marks that are either registered or have a registration application pending in the United States Patent and Trademark Office and that are listed on Exhibit A attached hereto.

WHEREAS Elsevier Inc., a corporation organized under the laws of the State of New York, having offices at 1600 John F. Kennedy Boulevard, Suite 1800, Philadelphia, PA 19103-2899, is desirous of acquiring said marks and the applications and/or registrations thereof,

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Health Education Systems, LLP does hereby assign unto the said Elsevier Inc. all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the applications and/or registrations thereof.

This assignment shall be binding upon and inure to the benefit of the parties and their successors and assigns.

Health Education Systems, LLP

Dated: January 6, 2006

By: *Susan Morrison*  
Susan Morrison, Managing Partner

STATE OF TEXAS

County of *Harris*

On this 6<sup>th</sup> day of January, 2006, before me appeared Susan Morrison, the person who signed this instrument, who acknowledged that she signed it as a free act on behalf of the identified limited liability partnership or other juristic entity with authority to do so.



*Diana N. Palomo*  
Notary Public  
Print Name: *Diana N. Palomo*  
My Commission Expires: *5-6-07*

EXHIBIT A

1. **HESINET**  
Ser. No.: 78/158,137 Filed: Aug. 27, 2002  
Reg. No.: 2,734,896 Registered: July 8, 2003
2. **HESI EXIT EXAM (E<sup>2</sup>)**  
Ser. No.: 76/651,905 Filed: Dec. 8, 2005
3. **HESIWARE**  
Ser. No.: 76/651,573 Filed: Dec. 7, 2005
4. **HESI CUSTOM EXAMS**  
Ser. No.: 76/651,571 Filed: Dec. 7, 2005
5. **HESI MID CURRICULAR EXAM**  
Ser. No.: 76/651,594 Filed: Dec. 5, 2005
6. **HESITEST**  
Ser. No.: 76/651,572 Filed: Dec. 7, 2005
7. **HESI**  
Ser. No.: 76/651,527 Filed: Dec. 7, 2005
8. **HESI H·E·S· and Design**  
Ser. No.: 76/651,526 Filed: Dec. 7, 2005
9. **HESI COMPLETE CURRICULAR (C<sup>2</sup>) TESTING**  
Ser. No.: 76/651,525 Filed: Dec. 7, 2005
10. **HESI TEST TAKING TUTORIAL (T<sup>3</sup>)**  
Ser. No.: 76/651,401 Filed: Dec. 5, 2005
11. **HESI SPECIALTY EXAMS**  
Ser. No.: 76/651,322 Filed: Dec. 5, 2005
12. **HESI ADMISSION ASSESSMENT (A<sup>2</sup>) EXAMS**  
Ser. No.: 76/651,321 Filed: Dec. 5, 2005
13. **HESISERVER**  
Ser. No.: 76/651,320 Filed: Dec. 5, 2005
14. **HESI FACULTY FACILITATED (F<sup>2</sup>) NCLEX REVIEW**  
Ser. No.: 76/651,318 Filed: Dec. 5, 2005

TRADEMARK

RECORDED: 02/09/2006

REEL: 003244 FRAME: 0045