

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
Addison-Wesley Educational Publishers, Inc.		05/23/2006	CORPORATION: DELAWARE

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: 9

Property Type	Number	Word Mark
Registration Number:	2352520	STUDYWIZARD
Registration Number:	1765260	LITTLE CELEBRATIONS
Registration Number:	1769303	CELEBRATE READING!
Registration Number:	2494859	SCOTT FORESMAN PHONICS SYSTEM
Registration Number:	2601659	SCOTT FORESMAN PHONICS SYSTEM
Registration Number:	2628653	SCOTT FORESMAN PHONICS SYSTEM
Registration Number:	2496871	SISTEMA DE FONETICA SCOTT FORESMAN
Registration Number:	2592123	SISTEMA DE FONETICA SCOTT FORESMAN
Registration Number:	2493266	SISTEMA DE FONETICA SCOTT FORESMAN

CORRESPONDENCE DATA

Fax Number: (952)681-3102
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (952) 681-3102

OP \$240.00 2352520

Email: Christine.Docherty@pearson.com
Correspondent Name: Christine Docherty
Address Line 1: 5601 Green Valley Drive
Address Line 4: Bloomington, MINNESOTA 55437

ATTORNEY DOCKET NUMBER:	AWEP TO PE TM ASSIGNMENT
NAME OF SUBMITTER:	Christine Docherty
Signature:	/christine docherty/
Date:	05/23/2006

Total Attachments: 2
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TRADEMARK ASSIGNMENT

This Trademark Assignment is dated as of May 23, 2006 (this "Assignment") between Addison-Wesley Educational Publishers, Inc., a Delaware corporation (the "Assignor"), and Pearson Education, Inc., a Delaware corporation (the "Assignee").

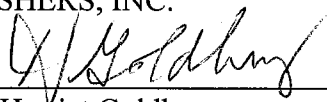
WHEREAS, the Assignor wishes to transfer, sell and assign to the Assignee all of the Assignor's right, title and interest in and to certain marks and the applications and registrations therefore as set forth on the attached Schedule A, together with the goodwill associated therewith (collectively, the "Marks").

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

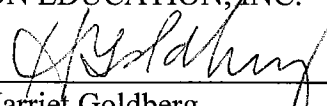
1. Assignment. The Assignor hereby assigns to the Assignee all right, title, and interest in and to the Marks.
2. Rights and Privileges. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks, will be held and enjoyed by the Assignee and 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.

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

ADDISON-WESLEY EDUCATIONAL
PUBLISHERS, INC.

By: 
Name: Harriet Goldberg
Title: Vice President, Assistant Clerk and
Assistant Secretary

ACCEPTED:
PEARSON EDUCATION, INC.

By: 
Name: Harriet Goldberg
Title: Vice President and Deputy General Counsel

SCHEDULE A**Addison-Wesley Educational Publishers, Inc.**

MARK	REG. NO.	REG. DATE
STUDYWIZARD	2,352,520	23-May-2000
LITTLE CELEBRATIONS	1,765,260	13-April-1993
CELEBRATE READING!	1,769,303	04-May-1993
SCOTT FORESMAN PHONICS SYSTEM Stylized With Design	2,494,859	02-October-2001
SCOTT FORESMAN PHONICS SYSTEM Stylized With Design	2,601,659	30-July-2002
SCOTT FORESMAN PHONICS SYSTEM Stylized With Design	2,628,653	01-October-2002
SISTEMA DE FONETICA SCOTT FORESMAN Stylized With Design	2,496,871	09-October-2001
SISTEMA DE FONETICA SCOTT FORESMAN Stylized With Design	2,592,123	09-July-2002
SISTEMA DE FONETICA SCOTT FORESMAN Stylized With Design	2,493,266	25-September-2002