

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Nature of Conveyance incorrectly recorded and previously recorded on Reel 003539 Frame 0908. Assignor(s) hereby confirms the Nature of Conveyance as incorrect and should be recorded as a Security Interest.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Peoples Education, Inc.	FORMERLY The Peoples Publishing Group, Inc.	02/15/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sovereign Bank
Street Address:	1500 Market Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19102
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Registration Number:	2945292	MEASURING UP E-PATH
Registration Number:	2936049	
Registration Number:	2930581	THE PEOPLES PUBLISHING GROUP, INC. FREE TO LEARN, TO GROW, TO CHANGE
Registration Number:	2930579	
Registration Number:	2917253	K.P.
Registration Number:	2889094	PEOPLES PUBLISHING GROUP
Registration Number:	2691167	MEASURING UP
Registration Number:	2861934	
Registration Number:	2763457	
Serial Number:	78258240	
Serial Number:	78595973	NO CLIENT LEFT BEHIND

OP \$890.00 2945292

Serial Number:	78595967	NO CUSTOMER LEFT BEHIND
Serial Number:	78595959	E-SKILLS PATH
Serial Number:	78595951	E-PATH SKILLS
Serial Number:	78595948	SKILLS EPATH
Serial Number:	78258213	MEASURING UP
Serial Number:	78324125	PERSONAL PRESCRIPTIVE PATH
Serial Number:	76613260	HIGHLY QUALIFIED EDUCATORS
Serial Number:	76613261	HIGHLY QUALIFIED TEACHERS
Serial Number:	78645958	PERSONAL ADAPTIVE PATH
Serial Number:	78914588	KEEP ON READING
Serial Number:	78914565	COUNT ON IT
Serial Number:	78613262	COSTA SMERALDA
Serial Number:	76613259	HIGHLY QUALIFIED EDUCATOR
Serial Number:	76613257	PERSONAL PROFESSIONAL PATH
Serial Number:	78607824	MEASURING UP
Serial Number:	78832231	P3 CURRICULUM MAPPING
Serial Number:	78672465	P3
Serial Number:	78671602	LITTLE BOOKS OF BIG IDEAS
Serial Number:	78672762	STEP UP PUBLISHING
Serial Number:	78645942	DOWNWARD MAPPING
Serial Number:	78672580	COLLETE PREP
Serial Number:	78931650	YOUR PARTNER IN STUDENT SUCCESS
Serial Number:	78914610	WORD EXPLORER
Serial Number:	78789130	PEOPLES EDUCATION

CORRESPONDENCE DATA

Fax Number: (612)339-4181

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 612-349-8282

Email: dlmitchell@rkmc.com

Correspondent Name: David L. Mitchell

Address Line 1: 800 LaSalle Avenue

Address Line 2: 2800 LaSalle Plaza

Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:

121381.0010

NAME OF SUBMITTER:

David L. Mitchell

Signature:	/David L. Mitchell/
Date:	06/21/2007
Total Attachments: 7 source=Peoples TM Assignment Reel 003539 Frame 0908#page1.tif source=Peoples TM Assignment Reel 003539 Frame 0908#page2.tif source=Peoples TM Assignment Reel 003539 Frame 0908#page3.tif source=Peoples TM Assignment Reel 003539 Frame 0908#page4.tif source=Peoples USPTO Security Agreement Assignment #page1.tif source=Peoples USPTO Security Agreement Assignment #page2.tif source=Peoples USPTO Security Agreement Assignment #page3.tif	

05-09-2007



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To the Director of the U. S. Patent

and documents in view addresses below.

5-8-07

1. Name of conveying party(ies):

PEOPLES EDUCATION, INC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Delaware
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) February 15, 2007

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Sovereign Bank

Internal _____

Address: _____

Street Address: 1500 Market Street

City: Philadelphia

State: Pennsylvania

Country: USA Zip: 19102

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship United States

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) 78/258,240
00000004 78258240

B. Trademark Registration No.(s) 2,945,292

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: McGill & LaNoce

Internal Address: _____

Street Address: 6064 Ridge Avenue

City: Philadelphia

State: PA Zip: 19128

Phone Number: (215) 483-1020

Fax Number: (215) 487-2692

Email Address: _____

6. Total number of applications and registrations involved:

36

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 915.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

3/9/07

Signature

Date

Francis E. McGill, III

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

05/09/2007 DBYRNE

01 FC:8521

02 FC:8522

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003539 FRAME: 0908

TRADEMARK
REEL: 003565 FRAME: 0368

Additional Registration Numbers

2,936,049

2,930,581

2,930,579

2,917,253

2,889,094

2,691,167

2,861,934

2,763,457

Additional Application Numbers

78/258,240

78/613,262

78/595,973

76/613,259

78/595,967

76/613,257

78/595,959

78/607,824

78/595,951

78/832,231

78/595,948

78/672,465

78/258,213

78/671,602

78/324,125

78/672,762

76/613,260

78/645,942

76/613,261

78/672,580

78/645,958

78/931,650

78/914,588

78/914,610

78/914,565

78/789,130

TRADEMARK
REEL: 003539 FRAME: 0909

TRADEMARK
REEL: 003565 FRAME: 0369

TRADEMARK ASSIGNMENT

WHEREAS, PEOPLES EDUCATION, INC. , a Delaware corporation (the "Grantor"), is the owner of the entire right, title and interest in and to the United States trademarks, trade names and registrations listed on Schedule A attached hereto and made a part hereof (collectively, the "Trademarks"), which are registered in the United States Patent and Trademark Office or which are subject of pending applications in the United States Patent and Trademark Office; and

WHEREAS, SOVEREIGN BANK, having a place of business at 1500 Market Street, Philadelphia, Pennsylvania, identified as the "Bank" under that certain Security Agreement (the "Security Agreement") of even date herewith (the "Grantee"), is desirous of taking an assignment of the Trademarks; and

WHEREAS, the Grantee has a security interest in the assets of the Grantor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Grantor, for itself and its successors and assigns does hereby collaterally transfer, assign and set over unto Grantee, its successors, transferees and assigns, all of its present and future right, title and interest in and to the Trademarks, the goodwill of the business associated with such Trademarks and all proceeds thereof and all rights and proceeds associated therewith.

IN WITNESS WHEREOF, the undersigned has caused this Trademark Assignment to be executed by its duly authorized officer on this 15 day of February, 2007.

WITNESS / ATTEST:



Print Name: Michael Demarco

Title: CEO
(Include title only if an officer of entity signing to the right)

PEOPLES EDUCATION, INC.

By: 

Print Name: Brian T. Beckwith

Title: President & CEO

STATE OF NEW JERSEY

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COUNTY OF ~~ESSEX~~

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)

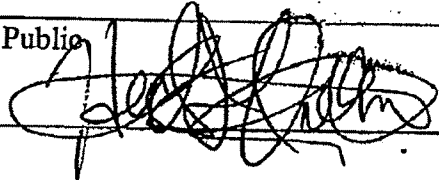
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On this, the 15 day of February, 2007, before me, a Notary Public, the undersigned officer, personally appeared BRIAN BECKWITH, who acknowledged himself/herself to be the PRESIDENT + CEO of Peoples Education, Inc., a Delaware corporation, and that he/she, in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires:

Notary Public



HECTOR I. ORELLANO
I.D. #2353813
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 12/21/2011

TRADEMARK ASSIGNMENT

WHEREAS, PEOPLES EDUCATION, INC. , a Delaware corporation (the "Grantor"), is the owner of the entire right, title and interest in and to the United States trademarks, trade names and registrations listed on Schedule A attached hereto and made a part hereof (collectively, the "Trademarks"), which are registered in the United States Patent and Trademark Office or which are subject of pending applications in the United States Patent and Trademark Office; and

WHEREAS, SOVEREIGN BANK, having a place of business at 1500 Market Street, Philadelphia, Pennsylvania, identified as the "Bank" under that certain Security Agreement (the "Security Agreement") of even date herewith (the "Grantee"), is desirous of taking an assignment of the Trademarks; and

WHEREAS, the Grantee has a security interest in the assets of the Grantor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the Grantor, for itself and its successors and assigns does hereby collaterally transfer, assign and set over unto Grantee, its successors, transferees and assigns, all of its present and future right, title and interest in and to the Trademarks, the goodwill of the business associated with such Trademarks and all proceeds thereof and all rights and proceeds associated therewith.

IN WITNESS WHEREOF, the undersigned has caused this Trademark Assignment to be executed by its duly authorized officer on this 15 day of February, 2007.

WITNESS / ATTEST:



Print Name: Michael Demarco

Title: CEO
(Include title only if an officer of entity signing to the right)

PEOPLES EDUCATION, INC.

By: 

Print Name: Brian T. Beckwith

Title: President & CEO

STATE OF NEW JERSEY

Bergen
COUNTY OF ~~ESSEX~~

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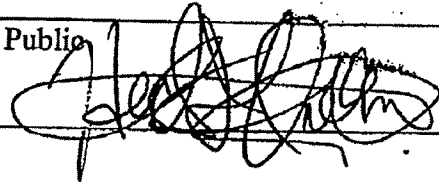
ss:

On this, the 15 day of February, 2007, before me, a Notary Public, the undersigned officer, personally appeared Brian Beckwith, who acknowledged himself/herself to be the President + CEO of Peoples Education, Inc., a Delaware corporation, and that he/she, in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires:

Notary Public



HECTOR I. ORELLANO
I.D. #2353813
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 12/21/2011

Registration Numbers

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2,930,581

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78/258,213

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