

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
Thomson Learning Inc.		05/31/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Prometric Holdings LLC
Street Address:	100 West Commons Boulevard
Internal Address:	Suite 435
City:	New Castle
State/Country:	DELAWARE
Postal Code:	19720
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2603332	ARE YOU PREPARED?
Registration Number:	2600417	THE INTELLIGENT WAY TO TEST
Registration Number:	2471122	CALIBER
Registration Number:	2848755	EXPERIOR
Registration Number:	2697684	INTELITEST
Registration Number:	2407480	ASSOCIATE TECHNOLOGY SPECIALIST
Registration Number:	2506348	CTT
Registration Number:	2998154	DSST
Registration Number:	2111520	1-800-RED-TEST
Registration Number:	2276211	PROMETRIC
Registration Number:	2518962	IT INSIGHT
Registration Number:	2702795	EXPERIOR
Registration Number:	2782322	SECURETEST

CH \$515.00 2603332

Registration Number:	2678502	ASSOCIATE TECHNOLOGY SPECIALIST
Registration Number:	2589186	CHAUNCEY TESTEXPRESS
Registration Number:	2444585	DSST
Serial Number:	77115335	GET BEHIND THE WHEEL OF YOUR FUTURE
Serial Number:	76601206	FLEXISITE
Serial Number:	78794761	OVER ACHIEVE
Serial Number:	77115342	WHEREVER THE ROAD LEADS, PROMETRIC WILL GET YOU THERE WITH CONFIDENCE

CORRESPONDENCE DATA

Fax Number: (203)539-7774
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 203-539-8795
Email: Trademarks@Thomson.com
Correspondent Name: The Thomson Corporation
Address Line 1: 1 Station Place
Address Line 2: Paula Upson
Address Line 4: Stamford, CONNECTICUT 06902

NAME OF SUBMITTER:	Paula K.Upson
Signature:	/pku/
Date:	07/11/2007

Total Attachments: 2
source=Prom assign US PHLLC#page1.tif
source=Prom assign US PHLLC#page2.tif

TRADEMARK ASSIGNMENT

THIS AGREEMENT is effective as of May 31, 2007.

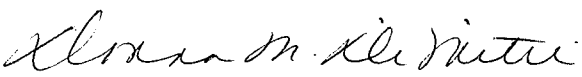
WHEREAS, THOMSON LEARNING INC., a corporation organized and existing under the laws of the State of Delaware, having an office at 200 First Stamford Place Stamford, CT 06902 US (hereinafter referred to as "Assignor"), has adopted, acquired, used and is using exclusively in its business the trademarks listed on Schedule A attached hereto (hereinafter referred to as "trademarks"); and

WHEREAS, PROMETRIC HOLDINGS LLC, a limited liability company organized and existing under the laws of the State of Delaware, having an office at One Corporate Commons, 100 West Commons Boulevard, Suite 435, New Castle, DE 19720 US (hereinafter referred to as "Assignee") is desirous of acquiring all right, title and interest in and to said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee, its successors and assigns all of its right, title and interest in and to the trademarks listed on Schedule A, including the entire business or portion thereof to which the marks pertain, together with all the goodwill of the business symbolized by said marks, and together with the right to sue and collect damages and/or profits for past infringements of said marks, the intent hereof being substitute Assignee in the place of Assignor.

Stamford, Connecticut on May 31, 2007

THOMSON LEARNING INC.

By: 

Name: Donna M. DiMitre

Title: Assistant Secretary

SCHEDULE A

<u>Mark</u>	<u>App. No</u>	<u>Reg. No.</u>
ARE YOU PREPARED?		2,603,332
THE INTELLIGENT WAY TO TEST		2,600,417
CALIBER & Design		2,471,122
EXPERIOR & Design		2,848,755
INTELITEST		2,697,684
ASSOCIATE TECHNOLOGY SPECIALIST		2,407,480
CTT & Design		2,506,348
DSST & Design		2,998,154
GET BEHIND THE WHEEL OF YOUR FUTURE	77,115,335	
1-800-RED-TEST		2,111,520
PROMETRIC		2,276,211
FLEXISITE	76,601,206	
IT INSIGHT		2,518,962
EXPERIOR		2,702,795
SECURETEST		2,782,322
ASSOCIATE TECHNOLOGY SPECIALIST & Design		2,678,502
CHAUNCEY TESTEXPRESS		2,589,186
DSST		2,444,585
OVER ACHIEVE	78,794,761	
WHEREVER THE ROAD LEADS, PROMETRIC WILL GET YOU THERE WITH CONFIDENCE	77,115,342	