

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<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>
Globe Fearon, Inc.		07/31/2007	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Pearson Education, Inc.		
<b>Street Address:</b>	One Lake Street		
<b>City:</b>	Upper Saddle River		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07458		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2951956	YOU'RE IN CHARGE!	
Registration Number:	2510362	GLOBE FEARON	
Registration Number:	2137944	READING EXPLORATIONS	
Registration Number:	1220848	FASTBACK	
Registration Number:	1104315	PACEMAKER	
Registration Number:	1100160	BESTSELLERS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(952)681-3066		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(952) 681-3102		
<b>Email:</b>	Christine.Docherty@pearson.com		
<b>Correspondent Name:</b>	Christine Docherty		
<b>Address Line 1:</b>	5601 Green Valley Drive		
<b>Address Line 4:</b>	Bloomington, MINNESOTA 55437		
<b>ATTORNEY DOCKET NUMBER:</b>	GF TO PE TM ASSIGNMENT		

OP \$165.00 2951956

NAME OF SUBMITTER:	Christine Docherty
Signature:	/christinedocherty/
Date:	08/02/2007
Total Attachments: 2 source=Globe Fearon to PE Assignment#page1.tif source=Globe Fearon to PE Assignment#page2.tif	

**TRADEMARK ASSIGNMENT**

This Trademark Assignment is dated as of July 31, 2007 (this "Assignment") between Globe Fearon, Inc., a California 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.

GLOBE FEARON, INC.

By:   
Name: Robert Dancy  
Title: Senior Vice President and Secretary

ACCEPTED:  
PEARSON EDUCATION, INC.

By:   
Name: Robert Dancy  
Title: Senior Vice President, General Counsel and Secretary

**SCHEDULE A**

**Globe Fearon, Inc.**

<b>MARK</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
YOU'RE IN CHARGE!	2,951,956	May 17, 2005
GLOBE FEARON	2,510,362	November 20, 2001
READING EXPLORATIONS	2,137,944	February 17, 1998
FASTBACK	1,220,848	December 21, 1982
PACEMAKER	1,104,315	October 17, 1978
BESTSELLERS	1,100,160	August 22, 1978