

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	05/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Edward A. DeAvila		05/02/2005	INDIVIDUAL: UNITED STATES
Sharon E. Duncan		04/29/2005	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA

Name:	CTB/McGraw-Hill LLC
Street Address:	20 Ryan Ranch Road
City:	Monterey
State/Country:	CALIFORNIA
Postal Code:	93940
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2160351	LASSCORE
Registration Number:	1596392	LAS

CORRESPONDENCE DATA

Fax Number: (212)687-2329
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212.338.3527
 Email: ptomainewyork@foley.com
 Correspondent Name: Andrew Baum/Foley & Lardner LLP
 Address Line 1: 90 Park Avenue
 Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	092971-3156
NAME OF SUBMITTER:	Attorney

OP \$65.00 2160351

Signature:	/andrew baum/
Date:	05/16/2008
Total Attachments: 2 source=NUNC PRO TUNC ASSIGNMENT#page1.tif source=NUNC PRO TUNC ASSIGNMENT#page2.tif	

Exhibit D

Memorandum of Trademark Assignment

This Memorandum of Trademark Assignment Agreement (the "Memorandum") is made as of May 1, 2005 (the "Effective Date") by Dr. Edward A. DeAvila, whose address is 5866 Harbord Drive, Oakland, California 94611 and Dr. Sharon E. Duncan, 1 Shenoa Lane, Friday Harbor, Washington 98250, (collectively the Assignor);

1. Assignor is the owner of all rights, title and interest in and to the Trademarks and/or service marks known as the LAS® Trademarks to identify the origin of a series of language proficiency and pre-literacy skills tests including, without limitation, all applications and registrations and all common law rights therein (the "LAS Trademarks"), and to the goodwill and reputation connected with and symbolized by the LAS Trademarks including:

- U.S. Registration No. 1,596,392 registered May 15, 1990 for LAS,
- U.S. Registration No. 2,160,351 registered May 26, 1998 for LAScore (Stylized); and
- Korean Registration No. 366780 registered June 26, 1997 for LAS.

2. Pursuant to that certain Agreement, dated as of May 1, 2005 (the "Agreement") between Assignor and CTB/McGraw-Hill, a wholly-owned subsidiary of The McGraw-Hill Companies, Inc.(the "Assignee"), Assignor did assigned to Assignee all of its rights, title and interest in and to the LAS Trademarks throughout the world, and in and to its registration in the U.S. Patent and Trademark Office and evidence by Registration Numbers above, together with all goodwill associated therewith.

3. Assignor agrees that Assignee may record, file and register this Memorandum with the U.S. Patent and Trademark Office, and elsewhere as Assignee deems appropriate.

IN WITNESS WHEREOF, Assignor has caused this Memorandum Agreement to be duly and properly executed this 29 day of APRIL, 2005.

Dr. Edward A. DeAvila

Dr. Sharon E. Duncan

By: [Signature]

By: [Signature]

Date: 05/02/05

Date: 04-29-05

STATE OF California)

) ss.: See ATTACHED

COUNTY OF Alameda)

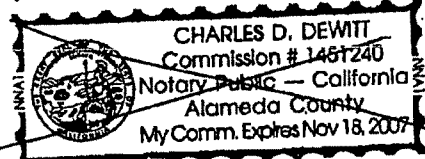
CALIFORNIA Acknowledgment FOR SCOL.

On the 21 day of MAY, 2005, before me personally came Dr. Edward A. DeAvila to me known, who, being by me duly sworn, did depose and say he resides at the address above-stated that he executed the above instrument on the above-stated date.

STATE OF WASHINGTON)

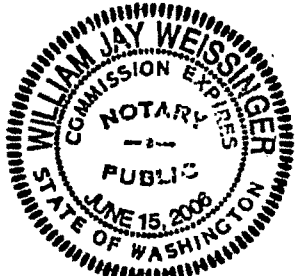
) ss.:

COUNTY OF SAN JUAN)



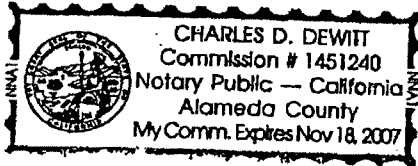
On the 29th day of April, 2005, before me personally came Dr. Sharon E. Duncan to me known, who, being by me duly sworn, did depose and say she resides at the address above-stated that he executed the above instrument on the above-stated date.

William Jay Weissinger
William Jay Weissinger
My Commission Exp. 2008: 6/15/06



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
 County of Alameda } ss.
 On May 2, 2005, before me, CHARLES D. DEWITT, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
 personally appeared EDWARD A. DEAVILA
Name(s) of Signer(s)



- personally known to me
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Place Notary Seal Above

WITNESS my hand and official seal.

Charles D. DeWitt
 Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

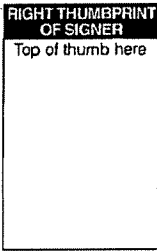
Description of Attached Document
 Title or Type of Document: EXHIBIT D - Memorandum of Trademark Assignment
R: CONTRACT # 05029-1604-000
 Document Date: 5/02/05 Number of Pages: _____
 Signer(s) Other Than Named Above: Dr. Sharon E. Duncan

Capacity(ies) Claimed by Signer(s)

Signer's Name: DR. Edward A. DeAvila

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: Assignor

Signer Is Representing: _____



Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

