

**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>
Pal Publications Inc.		05/09/2008	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cengage Learning Inc.		
<b>Street Address:</b>	200 First Stamford Place		
<b>City:</b>	Stamford		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06902		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2997503	PAL PUBLICATIONS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)996-9579		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2129961287		
<b>Email:</b>	Trademarks@Montagulaw.com		
<b>Correspondent Name:</b>	Alexandre A. Montagu, P.C.		
<b>Address Line 1:</b>	1060 Park Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	CENGAGE - PAL PUB		
<b>NAME OF SUBMITTER:</b>	Paula K. Upson		
<b>Signature:</b>	/pku/		
<b>Date:</b>	07/21/2008		

CH \$40.00 2997503

Total Attachments: 2  
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**TRADEMARK ASSIGNMENT**

WHEREAS, Pal Publications Inc., a Pennsylvania corporation, having its office located at 800 Heritage Drive, Suite 810, Pottstown, PA 19464 ("Assignor") has adopted, acquired, used and is using exclusively in its business the trademarks listed on Schedule A;

WHEREAS, Cengage Learning, Inc., a corporation organized and existing under the laws of the State of Delaware ("Assignee"), is desirous of acquiring all right, title and interest in and to said trademarks; and

WHEREAS, pursuant to that certain Asset Purchase Agreement (the "Agreement"), dated as of the date hereof, between Assignor and Assignee, Assignor has agreed to sell and transfer to the Assignee the copyrights defined in Section 1.1(g) of the Agreement,

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 (whether statutory or at common law, including all applications and registrations thereof), 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 to substitute Assignee in the place of Assignor.

TO HAVE AND TO HOLD, all and singular, the assets and properties hereby assigned and delivered unto the Assignee, its successors and assigns forever.

IN WITNESS WHEREOF, Assignor has caused this instrument to be signed by a duly authorized corporate officer on this 9<sup>th</sup> day of May, 2008.

PAL PUBLICATIONS INC.

By: Robert S. Smith

Printed Name: ROBERT S. SMITH

Title: OWNER + PRESIDENT

STATE OF PA }

SS:

COUNTY OF Montgomery }

On this 9 day of May, 2008, before me personally appeared Robert S. Smith to me personally known, who, being duly sworn, did say that he is the owner of Pal Publications Inc. and that he duly executed the foregoing instrument for and on behalf of Pal Publications Inc. being duly authorized to do so and that said individual acknowledged said instrument to be the free act and deed of said corporation.

Notary Public Colleen K. Groff

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL  
COLLEEN K. GROFF, NOTARY PUBLIC  
POTTSTOWN BOROUGH, MONTGOMERY COUNTY  
MY COMMISSION EXPIRES MARCH 22, 2011

**Schedule A**  
**To**  
**TRADEMARK ASSIGNMENT**

**List of Trademarks**

1. "Pal Publications" (Block letters) – USPTO Reg. No. 2,997,503 owned by Pal Publications Inc., registered in USPTO September 20, 2005
2. "PAL" – USPTO Reg. No. 2,423,936, owned by Direct Brands, Inc. (former name of Pal Publications Inc.), registered in USPTO January 23, 2001
3. "Pal Engineering Reference Publications" - USPTO Reg. No. 2,105,240, owned by EPG, Inc., a Pennsylvania corporation, registered in USPTO October 14, 1997