

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/01/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harcourt Assessment, Inc.		02/01/2008	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	NCS Pearson, Inc.
Street Address:	5601 Green Valley Drive
City:	Bloomington
State/Country:	MINNESOTA
Postal Code:	55437
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 134

Property Type	Number	Word Mark
Registration Number:	2670579	ADOLESCENT/ADULT SENSORY PROFILE
Registration Number:	1797813	AHAT
Registration Number:	1792610	AHPAT
Registration Number:	1799334	ALLIED HEALTH APTITUDE TEST
Registration Number:	1793657	ALLIED HEALTH PROFESSIONS ADMISSION TEST
Registration Number:	2161548	APRENDA
Registration Number:	1793671	BAI
Registration Number:	2209143	BAYLEY INFANT NEURODEVELOPMENTAL SCREENER
Registration Number:	1850676	BAYLEY SCALES OF INFANT DEVELOPMENT
Registration Number:	1793669	BDI
Registration Number:	2706141	BECK ANXIETY INVENTORY
Registration Number:	2569812	BECK COMPUTER SCORING
Registration Number:	2706140	BECK DEPRESSION INVENTORY

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Registration Number:	1893085	BECK HOPELESSNESS SCALE
Registration Number:	2745897	BECK SCALE FOR SUICIDE IDEATION
Registration Number:	1940823	BENNETT MECHANICAL COMPREHENSION TEST
Registration Number:	1736526	BENTON VISUAL RETENTION TEST
Registration Number:	1793670	BHS
Registration Number:	2609732	BROWN ATTENTION-DEFICIT DISORDER SCALES
Registration Number:	1932038	BSS
Registration Number:	1791390	CALIFORNIA VERBAL LEARNING TEST
Registration Number:	1791574	CALIFORNIA VERBAL LEARNING TEST
Registration Number:	2750600	CAPEX
Registration Number:	0861813	CAST
Registration Number:	1825815	CCT
Registration Number:	1772882	CELF
Registration Number:	1776508	CELF
Registration Number:	1958432	CHILDREN'S CATEGORY TEST
Registration Number:	3127826	CLASSVIEWS
Registration Number:	3121802	CLASSVIEWS
Registration Number:	2381623	CMS CHILDREN'S MEMORY SCALE
Registration Number:	2400007	CMS CHILDREN'S MEMORY SCALE
Registration Number:	2094825	COMMUNICATION SKILL BUILDERS
Registration Number:	1761190	CVLT
Registration Number:	1758339	C-V-L-T
Registration Number:	1661699	DAS
Registration Number:	2020123	DAT
Registration Number:	2022778	DAT
Registration Number:	2858960	DELV
Registration Number:	2750581	
Registration Number:	1758329	
Registration Number:	1850675	
Registration Number:	2573523	
Registration Number:	1050048	
Registration Number:	1792565	
Registration Number:	0659847	
Registration Number:	0861494	PSI
Registration Number:	0673902	

Registration Number:	1694034	PSI
Registration Number:	1688768	PSI
Registration Number:	0625027	
Registration Number:	1758330	
Registration Number:	1729294	W
Registration Number:	2835628	DIAGNOSTIC EVALUATION OF LANGUAGE VARIATION
Registration Number:	1736456	DIFFERENTIAL ABILITY SCALES
Registration Number:	1930849	DIFFERENTIAL APTITUDE TESTS
Registration Number:	3157005	ECHOS EARLY CHILDHOOD OBSERVATION SYSTEM
Registration Number:	3141484	ECHOS EARLY CHILDHOOD OBSERVATION SYSTEM
Registration Number:	2525247	EDFORMATION
Registration Number:	2913105	ERDA
Registration Number:	2052974	IAS
Registration Number:	2107252	ILS INDEPENDENT LIVING SCALES
Registration Number:	2638931	INFANT/TODDLER SENSORY PROFILE
Registration Number:	2650612	INSIGHT
Registration Number:	2684597	INSIGHT
Registration Number:	2057588	INTEGRATED ASSESSMENT SYSTEM
Registration Number:	2057592	INTEGRATED ASSESSMENT SYSTEM
Registration Number:	2116336	KEYLINKS
Serial Number:	78843144	LEARNIA
Registration Number:	1923613	METROPOLITAN ACHIEVEMENT TESTS
Registration Number:	1935140	METROPOLITAN ACHIEVEMENT TESTS
Registration Number:	2095027	METROPOLITAN READINESS TESTS
Registration Number:	1810733	MILLER ANALOGIES TEST
Registration Number:	2006476	MKIDS
Registration Number:	2087719	MRT
Registration Number:	2654050	NAGLIERI NONVERBAL ABILITY TEST
Registration Number:	2444489	NEPSY
Registration Number:	2169692	NEPSY
Registration Number:	2444488	NEPSY
Registration Number:	2186073	NEPSY
Registration Number:	2081671	NNAT
Registration Number:	2153395	OLSAT
Registration Number:	2057629	OLSAT

Registration Number:	2089283	OTIS-LENNON SCHOOL ABILITY TEST
Registration Number:	2093149	OTIS-LENNON SCHOOL ABILITY TEST
Registration Number:	2708825	PARTNERING FOR ALL CHILDREN'S SUCCESS
Registration Number:	1790390	PCAT
Registration Number:	1930303	PICTUREGALLERY
Registration Number:	1848112	PSYTEST
Registration Number:	2576139	RBANS
Registration Number:	2182366	READY GRAPHS PLUS
Registration Number:	1913305	READY SCORE
Registration Number:	2564591	RICE/WEXLER
Registration Number:	1911384	RISB
Registration Number:	1937028	RMPFBT
Registration Number:	1799335	RNEE
Registration Number:	2061621	SCORFLOW
Registration Number:	1800507	SCORING ASSISTANT
Serial Number:	77166660	SEE CANDIDATES MORE CLEARLY
Registration Number:	2588207	SENSORY PROFILE
Registration Number:	1824400	SET SHORT EMPLOYMENT TESTS
Registration Number:	2956190	SHORT EMPLOYMENT TESTS
Registration Number:	2058816	SITE-BASED TESTING CENTERS
Serial Number:	77166637	TALENTLENS
Registration Number:	1599267	THE PSYCHOLOGICAL CORPORATION
Registration Number:	0673903	THE PSCHOLOGICAL CORPORATION
Registration Number:	1875922	THE T.I.M.E.
Registration Number:	1792609	VCAT
Registration Number:	1745786	W
Registration Number:	1748467	W
Registration Number:	1755277	W
Registration Number:	2264306	W
Registration Number:	2202969	W
Registration Number:	1544401	WAIS
Registration Number:	1529510	WAIS-R
Registration Number:	2747294	WASI
Registration Number:	1921984	WATSON-GLASER CRITICAL THINKING APPRAISAL
Registration Number:	1768631	WECHSLER

Registration Number:	2808520	WECHSLER ABBREVIATED SCALE OF INTELLIGENCE
Registration Number:	1788112	WECHSLER ADULT INTELLIGENCE SCALE
Registration Number:	1788100	WECHSLER INDIVIDUAL ACHIEVEMENT TEST
Registration Number:	1956456	WECHSLER INTELLIGENCE SCALE FOR CHILDREN
Registration Number:	1768960	WECHSLER INTELLIGENCE SCALE FOR CHILDREN
Registration Number:	1768593	WECHSLER INTELLIGENCE SCALE FOR CHILDREN
Registration Number:	2033953	WECHSLER MEMORY SCALE
Registration Number:	1744517	WIAT
Registration Number:	1956468	WISC
Registration Number:	1538138	WISC
Registration Number:	1721855	WISC-III
Registration Number:	1731848	WISC-III
Registration Number:	1529508	WISC-R
Registration Number:	2033952	WMS
Registration Number:	1718072	WPPSI-R
Registration Number:	1746916	WPPSI-R WRITER

CORRESPONDENCE DATA

Fax Number: (952)681-3066
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (952) 681-3070
Email: dan.devoe@pearson.com
Correspondent Name: Daniel J. DeVoe-Assistant General Counsel
Address Line 1: 5601 Green Valley Drive
Address Line 4: Bloomington, MINNESOTA 55437

ATTORNEY DOCKET NUMBER:	HAI TRADEMARK ASSIGNMENT
NAME OF SUBMITTER:	Daniel J. DeVoe
Signature:	/Daniel J. DeVoe/
Date:	08/11/2008

Total Attachments: 6
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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
February 1, 2008.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

0802010003/2

CT-07

CERTIFICATE OF MERGER

OF

HARCOURT ASSESSMENT, INC.
(a New York Corporation)

INTO

NCS PEARSON, INC.
(a Minnesota Corporation)

1-CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

FEB -1 2008

TAX \$ _____

BY: 24

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Under Section 907 of the New York Business Corporation Law

Filed by:
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, NY 10178-0060

FILED
2008 FEB -1 AM 10:30

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TRADEMARK
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CERTIFICATE OF MERGER

of

HARCOURT ASSESSMENT, INC.
(a New York corporation)

into

NCS PEARSON, INC.
(a Minnesota corporation)

Pursuant to Section 907 of the
Business Corporation Law of the State of New York

Harcourt Assessment, Inc., a New York corporation, and NCS Pearson, Inc., a Minnesota corporation, hereby certify as follows:

1. NCS Pearson, Inc., a Minnesota corporation, owns 100% of the issued and outstanding shares of common stock of Harcourt Assessment, Inc., a New York corporation.
2. As to each subsidiary corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name</u>	<u>Designation and Number of Shares in Each Class or Series Outstanding</u>	<u>Class or Series of Shares Entitled to Vote</u>	<u>Class or Series of Shares Entitled to Vote as a Class or Series</u>
Harcourt Assessment, Inc.	100 shares of common stock, \$1.00 par value, all of which are owned by NCS Pearson, Inc.	Common	Common

3. The certificate of incorporation of Harcourt Assessment, Inc. was filed with the Department of State of New York on May 4, 1921 under the name of The Psychological Corporation.
4. The surviving corporation is NCS Pearson, Inc., which was incorporated under the laws of the State of Minnesota on March 28, 1962 under the name of National Computer Systems, Inc., and its application for authority to do business in the State of New York was filed with the Department of State on March 9, 1984, and its fictitious name used in the State of New York pursuant to article thirteen of the Business Corporation Law is NCS of Minnesota. The merger is permitted by the laws of the State of Minnesota and NCS Pearson, Inc. has complied with the applicable provisions of the laws of the State of Minnesota.

5. NCS Pearson, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation previously amenable to suit in the State of New York, and for the enforcement under the New York Business Corporation Law of the right of the shareholders of a constituent domestic corporation to receive payment for its shares against the surviving corporation.

6. NCS Pearson, Inc. agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, it will promptly pay to the shareholders of the constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law relating to the right of shareholders to receive payment for their shares.

7. NCS Pearson, Inc. designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the New York Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is NCS Pearson, Inc., 5601 Green Valley Drive, Bloomington, Minnesota 55437. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

8. Harcourt Assessment, Inc. hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by Harcourt Assessment, Inc. have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger has been filed by Harcourt Assessment, Inc. The said report, if estimated, is subject to amendment.

9. NCS Pearson, Inc. hereby agrees that it will within 30 days after the filing of this certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the constituent domestic corporation.

10. The effective date of the merger is February 1, 2008.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the date first written above.

NCS PEARSON, INC.

By: *Douglas Kubach*
Name: DOUGLAS G. KUBACH
Title: VICE PRESIDENT

HARCOURT ASSESSMENT, INC.

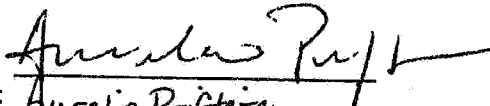
By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the date first written above.

NCS PEARSON, INC.

By: _____
Name:
Title:

HARCOURT ASSESSMENT, INC.

By: 
Name: Aurelio Profitera
Title: President, Clinical