

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Edformation, Inc.		08/31/2007	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	Harcourt Assessment, Inc.
Street Address:	19500 Bulverde Drive
City:	San Antonio
State/Country:	TEXAS
Postal Code:	78259
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2525247	EDFORMATION
Registration Number:	2631086	AIMSWEB

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-Asst General Counsel
 Address Line 1: NCS Pearson, Inc.
 Address Line 2: 5601 Green Valley Drive
 Address Line 4: Bloomington, MINNESOTA 55437

ATTORNEY DOCKET NUMBER:	EDFORMATION, INC.
NAME OF SUBMITTER:	Daniel J. DeVoe

OP \$65.00 2525247

Signature:

/Daniel J. DeVoe/

Date:

08/14/2008

Total Attachments: 3

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3K-108

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: EDFORMATION, INC.
NY: HARCOURT ASSESSMENT, INC.

State of Formation and Name of Surviving Entity:

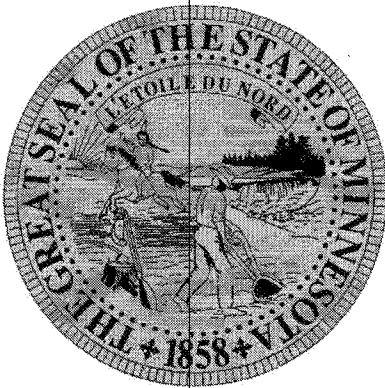
NY: HARCOURT ASSESSMENT, INC.

Effective Date of Merger: 08/31/2007

Name of Surviving Entity after Effective Date of Merger:

HARCOURT ASSESSMENT, INC.

This Certificate has been issued on: 08/22/2007.



Mark Ritchie
Secretary of State.



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**ARTICLES OF MERGER
OF
EDFORMATION, INC.
A MINNESOTA CORPORATION
INTO
HARCOURT ASSESSMENT, INC.
A NEW YORK CORPORATION**

Pursuant to the provisions of the Minnesota Business Corporation Act and the New York Business Corporation Law, the undersigned corporations adopt the following Articles of Merger:

1. The plan of merger is attached hereto as Exhibit A.
2. The plan has been approved by the parent corporation in this parent-subsiary merger pursuant to Section 302A.621 of the Minnesota Business Corporation Act.
3. The number of outstanding shares of each class and series of the subsidiary owned by the parent corporation is; one thousand (1,000) shares of common stock with a par value of one cent (\$0.01) per share.
4. Harcourt Assessment, Inc., the surviving corporation, agrees that it may be served with process in the state of Minnesota in any proceeding for the enforcement of an obligation of a constituent corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against it.
5. The Minnesota Secretary of State is irrevocably appointed as its agent to accept service of process in any such proceeding; and the address to which process may be forwarded is; Harcourt Assessment, Inc., 19500 Bulverde Boulevard, San Antonio, TX 78259.

IN WITNESS WHEREOF, we have subscribed the Articles of Merger this 21st day of August, 2007 and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

EDFORMATION, INC.

By Renee Simonton
Name: Renee Simonton
Title: Vice President

HARCOURT ASSESSMENT, INC.

By Renee Simonton
Name: Renee Simonton
Title: Vice President

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