

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: 1

Property Type	Number	Word Mark
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:	AIMSWEB (HAI TO NCSP)
NAME OF SUBMITTER:	Daniel J. DeVoe
Signature:	/Daniel J. DeVoe/

OP \$40.00 2631086

Date:

08/14/2008

Total Attachments: 6

source=HAI Certificate of Merger#page1.tif

source=HAI Certificate of Merger#page2.tif

source=HAI Certificate of Merger#page3.tif

source=HAI Certificate of Merger#page4.tif

source=HAI Certificate of Merger#page5.tif

source=HAI Certificate of Merger#page6.tif

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

080201000312

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:

Handwritten initials

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

Cust Ret 7141724CAS

NY102 - 03/11/02 CT System Online

2008 JAN 31 PM 4:06

RECEIVED

080201000315

CT-07

080201000312

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.

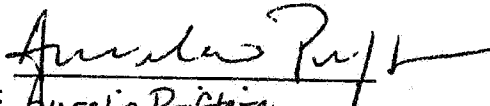
By: _____
Name:
Title:

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