

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sovereign Bank, N.A.		07/08/2013	National Association:

RECEIVING PARTY DATA

Name:	Harriet Opportunities, LLLP
Street Address:	6140 Olson Memorial Highway
City:	Golden Valley
State/Country:	MINNESOTA
Postal Code:	55422
Entity Type:	LIMITED LIABILITY LIMITED PARTNERSHIP: MINNESOTA

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Registration Number:	3920509	BRIGHTPOINT LITERACY
Registration Number:	2917235	BUILDING STAMINA
Registration Number:	3233289	COUNT ON IT
Registration Number:	3783854	EPATH ASSESS
Registration Number:	3824049	EPATH DISCOVERY
Registration Number:	3835630	EXPRESS TEST
Registration Number:	3233290	KEEP ON READING
Registration Number:	3674036	LESSON PATH
Registration Number:	3111886	LITTLE BOOKS OF BIG IDEAS
Registration Number:	3079422	MEASURING UP
Registration Number:	3000677	MEASURING UP
Registration Number:	2691167	MEASURING UP
Registration Number:	2945292	MEASURING UP E-PATH
Registration Number:	3699404	MEASURING UP EXPRESS

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Registration Number:	3641124	MEASURING UP EXPRESS
Registration Number:	3111913	P3
Registration Number:	3424356	PEOPLES EDUCATION
Registration Number:	2889094	PEOPLES PUBLISHING GROUP
Registration Number:	2979498	PERSONAL PRESCRIPTIVE PATH
Registration Number:	4030864	PRACTICE PATH
Registration Number:	3383506	QUICKTEST
Registration Number:	3548205	SKILLS EPATH
Registration Number:	3611910	SKILLS E-PATH
Registration Number:	3123287	STEP UP PUBLISHING
Registration Number:	2930581	THE PEOPLES PUBLISHING GROUP, INC. FREE
Registration Number:	3373035	WORD EXPLORER
Registration Number:	3552116	YOUR PARTNER IN STUDENT SUCCESS
Registration Number:	3014847	
Registration Number:	2936049	
Registration Number:	2930579	
Serial Number:	85633321	MEASURING UP INSIGHT
Registration Number:	4238750	MEASURING UP INSIGHT
Serial Number:	85633309	MEASURING UP LIVE
Registration Number:	4238751	MEASURING UP LIVE
Serial Number:	85633305	MEASURING UP MYQUEST
Registration Number:	4238752	MEASURING UP MYQUEST

CORRESPONDENCE DATA

Fax Number: 6126428346
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 612-672-8346
Email: debra.dix@maslon.com
Correspondent Name: Mark Klos
Address Line 1: 90 South 7th Street, Suite 3300
Address Line 2: Maslon Law Firm
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	2013-1738
NAME OF SUBMITTER:	William J. Durdach Jr.
Signature:	/William J. Durdach, Jr./

07/19/2013

Total Attachments: 2

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NOTICE OF ASSIGNMENT OF SECURITY INTEREST IN U.S. TRADEMARKS

Notice is hereby given that **SOVEREIGN BANK, N.A.** ("Secured Party"), with a place of business at 619 Alexander Road, Princeton, New Jersey, United States, has assigned its security interest in and to all trademarks of **PEOPLES EDUCATION Inc.**, a Delaware corporation (the "Debtors") with their registered office at 299 Market Street, Saddle Brook, NJ 07663, United States, including without limitation the trademarks listed on *Annex 1* and the applications and registrations associated therewith to **HARRIET OPPORTUNITIES, LLLP**, a Minnesota limited liability limited partnership ("Buyer"), with is principal place of business at 6140 Olson Memorial Highway, Golden Valley, Minnesota 55422, United States.

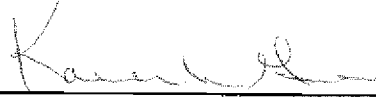
Dated: July 8, 2013

SOVEREIGN BANK, N.A.


Name: William S. Dardach Sr.
Title: Vice President

STATE OF NEW JERSEY)
) ss.
COUNTY OF ESSEX)

The foregoing instrument was acknowledged before me this 8th day of July 2013, by William S. Dardach Sr. the Vice President of Sovereign Bank, N.A., for and on behalf of said banking association.



Notary Public

KATHLEEN M. GILCHRIST
A NOTARY PUBLIC OF NEW JERSEY
My Commission Expires: SEPTEMBER 7, 2017

**ANNEX 1
TO
NOTICE OF ASSIGNMENT OF SECURITY INTEREST IN U.S. TRADEMARKS
(Peoples Education, Inc.)**

Type	Number	Mark
Registration	3920509	BRIGHTPOINT LITERACY®
Registration	2917235	BUILDING STAMINA®
Registration	3233289	COUNT ON IT®
Registration	3783854	EPATH ASSESS®
Registration	3824049	EPATH DISCOVERY®
Registration	3835630	EXPRESS TEST®
Registration	3233290	KEEP ON READING®
Registration	3674036	LESSON PATH®
Registration	3111886	LITTLE BOOKS OF BIG IDEAS®
Registration	3079422	MEASURING UP®
Registration	3000677	MEASURING UP®
Registration	2691167	MEASURING UP ®
Registration	2945292	MEASURING UP E-PATH®
Registration	3699404	MEASURING UP EXPRESS®
Registration	3641124	MEASURING UP EXPRESS®
Registration	3111913	P3®
Registration	3424356	PEOPLES EDUCATION ®
Registration	2889094	PEOPLES PUBLISHING GROUP®
Registration	2979498	PERSONAL PRESCRIPTIVE PATH®
Registration	4030864	PRACTICE PATH®
Registration	3383506	QUICKTEST®
Registration	3548205	SKILLS EPATH®
Registration	3611910	SKILLS E-PATH®
Registration	3123287	STEP UP PUBLISHING®
Registration	2930581	THE PEOPLES PUBLISHING GROUP, INC. FREE TO LEARN, TO GROW, TO CHANGE®
Registration	3373035	WORD EXPLORER®
Registration	3552116	YOUR PARTNER IN STUDENT SUCCESS®
Registration	3014847	MEASURE MAN® logo
Registration	2936049	PPG SILHOUETTE DESIGN® logo
Registration	2930579	(Object – Animated Check Mark)
Application	85633321	MEASURING UP INSIGHT™
Application/Registration*	85386093/4238750	MEASURING UP INSIGHT™
Application	85633309	MEASURING UP LIVE™
Application/Registration*	85386097/4238751	MEASURING UP LIVE™
Application	85633305	MEASURING UP MYQUEST™
Application/Registration*	85386101/4238752	MEASURING UP MYQUEST™

* Sovereign Bank, N.A. perfected on the applications, which have subsequently matured into registrations. The registrations reflect Sovereign Bank, N.A. as the secured party.