

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM667161

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the identity of the Receiving Party previously recorded on Reel 006685 Frame 0361. Assignor(s) hereby confirms the Assignment of the entire interest and goodwill.
RESUBMIT DOCUMENT ID:	900628942

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pearson Education, Inc.		03/29/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Pearson K12 Learning LLC
Street Address:	221 River Street
City:	Hoboken
State/Country:	NEW JERSEY
Postal Code:	07030
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	1976538	CELEBRATION PRESS
Registration Number:	2078958	CONNECTED MATHEMATICS
Registration Number:	2078957	CONNECTED MATHEMATICS
Registration Number:	2078960	CONNECTED MATHEMATICS
Registration Number:	2532325	DICK AND JANE
Registration Number:	3110817	DICK AND JANE
Registration Number:	3668751	DICK AND JANE
Registration Number:	4230408	DIGITS
Registration Number:	4377251	DIGITS
Registration Number:	1521800	DRIVERIGHT
Registration Number:	4538358	ECCE ROMANI
Registration Number:	5272311	ENVISION
Registration Number:	3836826	ENVISIONMATH
Registration Number:	1220848	FASTBACK
Registration Number:	1915825	INVESTIGATIONS IN NUMBER, DATA AND SPACE
Registration Number:	2093238	JUNTOS
Registration Number:	2312479	LABBENCH

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1765260	LITTLE CELEBRATIONS
Registration Number:	0970784	MODERN CURRICULUM PRESS
Registration Number:	4240592	MY SIDEWALKS ON SCOTT FORESMAN READING S
Registration Number:	4272329	MYMATHUNIVERSE
Registration Number:	5444253	MYPERSPECTIVES
Registration Number:	4311615	MYWORLD GEOGRAPHY
Registration Number:	4271543	MYWORLD SOCIAL STUDIES
Registration Number:	4224399	OLE
Registration Number:	4236321	ONLINE LEARNING EXCHANGE
Registration Number:	1104315	PACEMAKER
Registration Number:	2257423	PEQUENITOS CELEBRACIONES
Registration Number:	2635638	READING IS AT THE HEART OF EVERYTHING WE
Registration Number:	2639943	READING IS AT THE HEART OF EVERYTHING WE
Registration Number:	4875779	READING STREET
Registration Number:	4996505	READING STREET
Registration Number:	2182473	READY READERS MODERN CURRICULUM PRESS
Registration Number:	4700999	READYGEN
Registration Number:	2129443	RESOURCE PRO
Registration Number:	0839932	SCOTT FORESMAN
Registration Number:	1997483	SCOTT FORESMAN
Registration Number:	1642763	SILVER BURDETT GINN
Registration Number:	1999476	SING SPELL READ & WRITE
Registration Number:	1731017	SING, SPELL READ & WRITE
Registration Number:	3317262	SUCCESSNET
Registration Number:	2159440	THE BIOLOGY PLACE
Registration Number:	2159492	THE CHEMISTRY PLACE
Registration Number:	2588728	THE PHYSICS PLACE
Registration Number:	2477298	THE WRITE DIRECTION
Registration Number:	4154532	TIKATOK
Registration Number:	4154533	TIKATOK

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 312-224-1542

Email: mcadrot@wilcoxip.com

Correspondent Name: Mary A. Cadrot

Address Line 1: 20 North Wacker Drive

Address Line 2: Suite 1000

TRADEMARK

REEL: 007390 FRAME: 0847

Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER: 19-0138

NAME OF SUBMITTER: Mary A. Cadrot

SIGNATURE: /Mary A. Cadrot/

DATE SIGNED: 08/12/2021

Total Attachments: 51

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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
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ETAS ID: TM529121

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pearson Education, Inc.		03/26/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	K12 Learning Services LLC		
Street Address:	221 River Street		
City:	Hoboken		
State/Country:	NEW JERSEY		
Postal Code:	07030		
Entity Type:			Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Registration Number:	4569755	BLUE SKY
Registration Number:	1976538	CELEBRATION PRESS
Registration Number:	2078957	CONNECTED MATHEMATICS
Registration Number:	2078958	CONNECTED MATHEMATICS
Registration Number:	2078960	CONNECTED MATHEMATICS
Registration Number:	2532325	DICK AND JANE
Registration Number:	3110817	DICK AND JANE
Registration Number:	3668751	DICK AND JANE
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Registration Number:	4377251	DIGITS
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Registration Number:	2093238	JUNTOS
Registration Number:	2312479	LABBENCH
Registration Number:	1765260	LITTLE CELEBRATIONS

OP \$1415.00 4569755

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Registration Number:	5444253	MYPERSPECTIVES
Registration Number:	4311615	MYWORLD GEOGRAPHY
Registration Number:	4271543	MYWORLD SOCIAL STUDIES
Registration Number:	4339438	OLE
Registration Number:	4224399	OLE
Registration Number:	4347431	ONLINE LEARNING EXCHANGE
Registration Number:	4236321	ONLINE LEARNING EXCHANGE
Registration Number:	1104315	PACEMAKER
Registration Number:	2257423	PEQUENITOS CELEBRACIONES
Registration Number:	2129442	PLANNING EXPRESS
Registration Number:	1332044	PRENTICE-HALL
Registration Number:	1375654	PRENTICE-HALL
Registration Number:	2595815	QUICKREADS
Registration Number:	2137944	READING EXPLORATIONS
Registration Number:	2635638	READING IS AT THE HEART OF EVERYTHING WE
Registration Number:	2639943	READING IS AT THE HEART OF EVERYTHING WE
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Registration Number:	4996505	READING STREET
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Registration Number:	2129443	RESOURCE PRO
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Registration Number:	1731017	SING, SPELL READ & WRITE
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Registration Number:	2159440	THE BIOLOGY PLACE
Registration Number:	2159492	THE CHEMISTRY PLACE
Registration Number:	2588728	THE PHYSICS PLACE
Registration Number:	2477298	THE WRITE DIRECTION
Registration Number:	4154532	TIKATOK
Registration Number:	4154533	TIKATOK
Registration Number:	4276090	VOCABULARY THEIR WAY

CORRESPONDENCE DATA**Fax Number:**

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Email: docket.trademarks@pearson.com**Correspondent Name:** Alisa Key, Senior Counsel**Address Line 1:** Pearson Education, Inc.**Address Line 2:** 5601 Green Valley Drive**Address Line 4:** Bloomington, MINNESOTA 55437

ATTORNEY DOCKET NUMBER:	Project Trio-PEI to K12LS
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NAME OF SUBMITTER:	Alisa Key, Senior Counsel
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SIGNATURE:	/Alisa Key/
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DATE SIGNED:	06/25/2019
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Total Attachments: 5

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CONFIRMATORY TRADEMARK ASSIGNMENT
March 26, 2019

This Confirmatory Trademark Assignment is made by and between Pearson Education, Inc., a Delaware corporation ("Assignor"), and K12 Learning Services LLC, a Delaware limited liability company ("Assignee").

WHEREAS, by separate instrument executed on December 14, 2018, Assignor contributed, assigned, transferred, conveyed and delivered to Assignee all of its right, title and interest in and to the trademarks set forth on Schedule A hereto (the "Marks"), together with the goodwill associated with such Marks.

WHEREAS this assignment document is being executed to confirm in writing the earlier transfer of the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby confirms having contributed, assigned, transferred, conveyed, and delivered to Assignee all of Assignor's right, title and interest in and to the Marks, together with the goodwill associated with such Marks.

Assignor hereby authorizes and requests the United States Patent and Trademark Office Commissioner for Trademarks to record Assignee as the owner of any and all of Assignor's rights in the Marks and to issue to Assignee any and all renewals of trademark registrations and service mark registrations of said Marks.

[Signature Page Follows]

IN WITNESS WHEREOF, the Assignor has executed this Confirmatory
Trademark Assignment effective as of the date first above written.

ASSIGNOR:

PEARSON EDUCATION, INC.

By:



Name: Andrew Siclari

Title: President

Schedule A

Mark	Country	App. No.	App. Date	Reg. No.	Reg. Date
BLUE SKY	United States of America	85/981944	10/12/2011	4569755	7/15/2014
CELEBRATION PRESS	United States of America	74/684278	6/5/1995	1976538	5/28/1996
CONNECTED MATHEMATICS	United States of America	75/105738	5/17/1996	2078958	7/15/1997
CONNECTED MATHEMATICS	United States of America	75/105737	5/17/1996	2078957	7/15/1997
CONNECTED MATHEMATICS & Design	United States of America	75/105740	5/17/1996	2078960	7/15/1997
DICK AND JANE	United States of America	75/197262	11/13/1996	2532325	1/22/2002
DICK AND JANE	United States of America	75/509104	4/24/2003	3110817	7/4/2006
DICK AND JANE	United States of America	77/606531	11/4/2008	3668751	8/18/2009
DIGITS	United States of America	85/056248	6/7/2010	4230408	10/23/2012
DIGITS Plus Design	United States of America	85/514448	1/11/2012	4377251	7/30/2013
DRIVERIGHT	United States of America	73/728813	5/16/1988	1521800	1/24/1989
ECCE ROMANI	United States of America	85/591346	4/6/2012	4538358	5/27/2014
ENVISION	United States of America	87/034837	5/12/2016	5272311	8/22/2017
ENVISIONMATH	United States of America	77/799052	7/27/2009	3836826	8/24/2010
FASTBACK	United States of America	73/332013	10/13/1981	1220848	12/21/1982
INVESTIGATIONS IN NUMBER, DATA AND SPACE	United States of America	74/461022	11/22/1993	1915825	8/29/1995
JUNTOS	United States of America	75/180470	10/11/1996	2093238	9/2/1997
LAB BENCH	United States of America	75/453644	3/20/1998	2312479	1/25/2000
LITTLE CELEBRATIONS	United States of America	74/199554	8/30/1991	1765260	4/13/1993
MODERN CURRICULUM PRESS	United States of America	72/408961	11/29/1971	970784	10/16/1973
MY SIDEWALKS ON SCOTT FORESMAN READING STREET	United States of America	85/442213	10/7/2011	4240592	11/13/2012
MYMATHUNIVERSE	United States of America	85/639770	5/31/2012	4272329	1/8/2013
MYPERSPECTIVES	United States of America	87/237376	11/15/2016	5444253	4/10/2018
MYWORLD GEOGRAPHY	United States of America	85/524088	1/24/2012	4311615	4/2/2013
MYWORLD SOCIAL STUDIES	United States of America	85/624650	5/11/2012	4271543	1/8/2013

Mark	Country	App. No.	App. Date	Reg. No.	Reg. Date
OLE	United States of America	85/428408	9/21/2011	4339438	5/21/2013
OLE	United States of America	85/428443	9/21/2011	4224399	10/16/2012
ONLINE LEARNING EXCHANGE	United States of America	85/428396	9/21/2011	4347431	6/4/2013
ONLINE LEARNING EXCHANGE	United States of America	85/428422	9/21/2011	4236321	11/6/2012
PACEMAKER	United States of America	73/130917	6/20/1977	1104315	10/17/1978
PEQUENITOS CELEBRACIONES	United States of America	75/026623	12/1/1995	2257423	6/29/1999
PLANNING EXPRESS	United States of America	75/098064	5/2/1996	2129442	1/13/1998
PRENTICE-HALL	United States of America	73/495332	8/17/1984	1332044	4/23/1985
PRENTICE-HALL	United States of America	73/541919	6/7/1985	1375654	12/17/1985
PRENTICE-HALL	United States of America	73/495332	8/17/1984	1332044	4/23/1985
PRENTICE-HALL	United States of America	73/541919	6/7/1985	1375654	12/17/1985
QUICKREADS	United States of America	76/197375	1/22/2001	2595815	1/22/2001
READING EXPLORATIONS	United States of America	75/156455	8/27/1996	2137944	2/17/1998
READING IS AT THE HEART OF EVERYTHING WE DO	United States of America	75/469602	4/17/1998	2635638	10/15/2002
READING IS AT THE HEART OF EVERYTHING WE DO	United States of America	75/469758	4/17/1998	2639943	10/22/2002
READING STREET	United States of America	86/482418	12/16/2014	4875779	12/23/2015
READING STREET	United States of America	86/802137	10/28/2015	4996505	7/12/2016
READY READERS MODERN CURRICULUM PRESS and Design	United States of America	75347190	8/26/1997	2182473	8/18/1998
READYGEN	United States of America	86/134676	12/4/2013	4700999	3/10/2015
RESOURCE PRO	United States of America	75/098065	5/2/1996	2129443	1/13/1998
SCOTT FORESMAN	United States of America	72/266387	3/10/1967	839932	12/5/1967
SCOTT FORESMAN	United States of America	74/566912	8/29/1994	1997483	8/27/1996
SILVER BURDETT GINN	United States of America	73830782	10/10/1989	1642763	4/30/1991
SING SPELL READ & WRITE	United States of America	74/699404	6/19/1995	1999476	9/10/1996
SING SPELL READ & WRITE and Design	United States of America	74/143276	2/28/1991	1731017	11/10/1992
SUCCESSNET	United States of America	78/702603	29 Aug 2005	3317262	23 Oct 2007
THE BIOLOGY PLACE	United States of America	75/100513	8 mar 1996	2159440	5/19/1998

Mark	Country	App. No.	App. Date	Reg. No.	Reg. Date
THE CHEMISTRY PLACE	United States of America	75/125685	6/26/1996	2159492	5/19/1998
THE PHYSICS PLACE	United States of America	75/433889	13 Feb 1998	2588728	7/2/2002
THE WRITE DIRECTION	United States of America	75/803075	9/16/1999	2477298	8/14/2001
TIKATOK	United States of America	77/934299	12 Feb 2010	4154532	5 Jun 2012
TIKATOK and Design	United States of America	77/934305	12 Feb 2010	4154533	5 Jun 2012
VOCABULARY THEIR WAY	United States of America	77/874789	17 Nov 2009	4276090	15 Jan 2013

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM659429

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Assignee previously recorded on Reel 006685 Frame 0361. Assignor(s) hereby confirms the Assignment of the entire interest and goodwill.

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Registration Number:	2312479	LABBENCH
Registration Number:	1765260	LITTLE CELEBRATIONS

OP \$1190.00 1976538

TRADEMARK

REEL: 007390 FRAME: 0858

TRADEMARK ASSIGNMENT COVER SHEET

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SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
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CORRESPONDENCE DATA

Phone: 312-224-1542
 Email: mcadrot@wilcoxip.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Mary A. Cadrot
 Address Line 1: 20 North Wacker Drive

TRADEMARK

REEL: 007390 FRAME: 0860

AMENDED AND RESTATED CONTRIBUTION AND ASSUMPTION AGREEMENT

This AMENDED AND RESTATED CONTRIBUTION AND ASSUMPTION AGREEMENT (the "Contribution Agreement") is dated as of March 29, 2019, by and among Pearson Education, Inc., a Delaware corporation ("Parent"), NCS Pearson, Inc., a Minnesota corporation ("NCS Pearson" and, together with Parent, the "Seller Parties") and Pearson K12 Learning LLC, a Delaware limited liability company (the "Company") and successor by merger to K12 Learning Services LLC, a Delaware limited liability company ("K12 NewCo") and successor by merger to US Learning Services LLC, a Delaware limited liability company ("USLS NewCo").

WHEREAS, reference is made to (a) that certain Contribution and Assumption Agreement, dated as of December 14, 2018 (the "Effective Date"), by and between Parent and K12 NewCo (the "K12 Initial Agreement") and (b) that certain Contribution and Assumption Agreement, dated as of the Effective Date, by and between NCS Pearson and USLS NewCo (the "USLS Initial Agreement" and, together with the K12 Initial Agreement, the "Initial Agreements");

WHEREAS, Parent, Trio Parent Holdings LLC, a Delaware limited liability company (the "Seller") and Gateway Education LLC, a Delaware limited liability company (the "Purchaser"), have entered into that certain Purchase Agreement, dated as of February 16, 2019 (the "Purchase Agreement"), pursuant to which the Seller has agreed to sell to the Purchaser, and the Purchaser has agreed to purchase from the Seller, all of the equity interests of the Company on the terms and subject to the conditions set forth therein (the "Acquisition"). Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Purchase Agreement; and

WHEREAS, in connection with the Acquisition and in furtherance of, and consistent with, the original intent of the Initial Agreements, the Company and the Seller Parties desire to amend and restate in their entirety the Initial Agreements as set forth herein, with effect from the Effective Date;

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE I.

CONTRIBUTION AND ASSUMPTION

Section 1.1 Contributed Assets. Upon the terms and subject to the conditions of this Contribution Agreement, the Seller Parties hereby contribute, assign, transfer, convey and deliver to the Company, and the Company hereby acquires and accepts from the Seller Parties, all of the Seller Parties' right, title and interest in and to the Assets (but not including the Leases and the Intercompany Assets), including but not limited to the following:

(a) all Contracts Related to the Business, including without limitation those set forth on Schedule 1.1(a) hereto;

(b) all Business Owned Intellectual Property owned by the Seller Parties, including without limitation the Intellectual Property set forth on Schedule 1.1(b) hereto, together with all goodwill associated with the trademarks contained in such Intellectual Property, all copyright rights included in such Intellectual Property, and all rights to bring claims for past, present, and future infringement or misappropriation of the foregoing, other than pending claims identified in the Excluded Assets, the same to be held and fully enjoyed by the Company, its successors, assigns, and other legal representatives; and

(c) all personal property that is Related to the Business, including without limitation the personal property set forth on Schedule 1.1(c) hereto.

Section 1.2 Assumed Liabilities. Upon the terms and subject to the conditions of this Contribution Agreement, the Company hereby assumes, and agrees to pay, discharge or perform when due, all Business Liabilities (but not including any Deferred Revenue Obligations, the Intercompany Liabilities or liabilities or obligations in respect of Taxes).

Section 1.3 Excluded Assets. Notwithstanding anything in this Contribution Agreement to the contrary, the Seller Parties are not contributing, assigning, transferring, conveying or delivering, and the Company is not acquiring or accepting from the Seller Parties, any right, title or interest (a) in or to any of the Excluded Assets and (b) in the nature of any intercompany accounts receivable (the "Intercompany Assets"). For the avoidance of doubt, the Assets do not include any assets that are being used by the Seller Parties or any of their respective Affiliates that are not Related to the Business.

Section 1.4 Excluded Liabilities. Notwithstanding anything in this Contribution Agreement to the contrary, (a) until such time, if any, as Closing is consummated, the Seller Parties are retaining, and the Company is not assuming, any obligation to perform any services and deliver any goods with respect to which it has "advance payments" that were deferred under Revenue Procedure 2004-34, Treasury Regulations Section 1.451-5, Sections 451(b) and 451(c) of the Internal Revenue Code of 1986, as amended, or any other similar provision of applicable tax law as of the Effective Date (the "Deferred Revenue Obligations"), and (b) the Company is not assuming any liabilities or obligations of any kind of the Seller Parties (i) other than the Business Liabilities and (ii) in the nature of any intercompany accounts payable (the "Intercompany Liabilities"). Immediately upon the Closing, the Company shall become primarily liable to perform any services and deliver any goods with respect to any Deferred Revenue Obligations not performed or delivered prior to such Change of Control, and the Seller Parties shall no longer have any obligations with respect to such Deferred Revenue Obligations.

Section 1.5 Effective Time. This Contribution Agreement and each provision contained herein shall be effective as of 9:00 a.m. Eastern Time on the Effective Date.

Section 1.6 Additional Instruments; License Agreements. The contribution of the Assets contemplated by this Contribution Agreement may be evidenced by other instruments of transfer, assignment, assumption or novation, dated as of the date hereof, between the parties as

may be reasonably necessary or expedient to further the purposes of this Contribution Agreement and the transactions contemplated by this Contribution Agreement. In furtherance of the foregoing, if determined by the parties to be necessary and advisable in furtherance of the transactions contemplated by this Contribution Agreement, as soon as reasonably practicable following the Effective Date, the parties shall enter into, and Parent shall use commercially reasonable efforts to cause its parent, affiliates, and other related parties (such parties together with Parent, the “Parent Parties”) to enter into, one or more assignments or license agreements permitting (a) the Company to use Intellectual Property owned by the Parent Parties not transferred herein in connection with the Business in the same manner that such Intellectual Property prior to the Effective Date and (b) the Parent Parties to use Intellectual Property owned by the Company in connection with the businesses of the Parent Parties. Until such time as any such license agreements are finalized, it is understood, agreed and it is the intention of the parties that the Company and the Parent Parties may use any such Intellectual Property in the same manner and subject to the same terms as such parties have been doing in the recent past prior to the Effective Date.

ARTICLE II.

MISCELLANEOUS

Section 2.1 Further Assurances. At any time and from time to time after the date hereof, and without further consideration therefor, the parties agree to execute any and all documents and instruments of transfer, assignment, assumption or novation and to perform such other acts as may be reasonably necessary or expedient to further the purposes of this Contribution Agreement and the transactions contemplated by this Contribution Agreement. Without limiting the generality of the foregoing, until such time, if any, as the Acquisition is consummated if (a) a Seller Party discover that any Asset that was intended to be transferred to the Company pursuant to this Contribution Agreement was not transferred on the Effective Date, such Seller Party will or will cause its Affiliate to promptly assign and transfer to the Company, all of such Seller Party’s or such Affiliate’s right, title and interest in such asset, or (b) the Company discovers that any asset other than an Asset, including any Excluded Assets, was inadvertently transferred to the Company, the Company will or will cause its Affiliate to promptly assign and transfer to Parent, or another entity designated by Parent, all of the Company’s or such Affiliate’s right, title and interest in such asset. From and after the Effective Date until the Closing (i) all cash and other remittances, mail and other communications relating to the Business received by Parent or its subsidiaries will be promptly turned over to the Company by such party; and (ii) all cash and other remittances, mail and other communications exclusively relating to any business of Parent or its Affiliates that is not related to the Business that are received by the Company will be promptly turned over to Parent by the Company. Effective as of the Closing, this Section 2.1 shall terminate and be of no further force and effect and the parties’ rights and obligations with respect to the subject matter covered by this Section 2.1 shall be governed by Section 6.17(a) of the Purchase Agreement.

Section 2.2 Schedule Updates. From and after the Effective Date until the Closing Date, the parties may update the Schedules in Section 1.1 of this Contribution Agreement as they deem necessary or advisable to reflect the transactions contemplated by this Contribution Agreement.

Section 2.3 Consent of Third Parties. Notwithstanding anything to the contrary in this Contribution Agreement, this Contribution Agreement will not constitute an agreement to assign or transfer any instrument, contract, lease, permit or other agreement or arrangement or any claim, right or benefit arising thereunder or resulting therefrom if an assignment or transfer or an attempt to make such an assignment or transfer without the consent of a third party or governmental approval would constitute a breach or violation thereof or result in any right of acceleration, termination or cancellation thereunder. If a consent to assign any such Asset is obtained, such Asset will be deemed to have been assigned to the Company effective as of the Effective Date upon the terms and conditions set forth in this Agreement. In the event any such consent or approval is not obtained on or prior to the Effective Date, the Seller Parties and the Company will reasonably cooperate in any reasonable arrangement designed to provide that the Company will receive the interest of the applicable Seller Party, as the case may be, in the rights and benefits under any such instrument, contract, lease or permit or other agreement or arrangement, provided that the Company will pay or satisfy (or cause to be paid or satisfied) the corresponding liabilities for the enjoyment of such rights and/or benefits to the extent the Company would have been responsible therefor hereunder if such consent or approval had been obtained on or prior to the Effective Date.

Section 2.4 Amendments and Waivers. No amendment of any provision of this Contribution Agreement will be valid unless such amendment is in writing and signed by the parties. No failure or delay by any party hereto in exercising any right or privilege hereunder will operate as a waiver thereof, nor will any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege.

Section 2.5 Successors and Assigns. This Contribution Agreement may not be assigned by either party hereto without the prior written consent of the other parties. Subject to the foregoing sentence, all of the terms and provisions of this Contribution Agreement will inure to the benefit of and be binding upon the parties hereto and their respective successors and permitted assigns.

Section 2.6 Governing Law. All matters relating to or arising out of this Contribution Agreement (whether sounding in contract, tort or otherwise) will be governed by and construed in accordance with the Laws of the State of New York, without giving effect to any choice of law or conflict of law provision or rule of any jurisdiction that would cause the application of the Laws of any jurisdiction other than the State of New York.

Section 2.7 Counterparts. This Contribution Agreement may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed will be deemed to be an original but all of which taken together will constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Contribution Agreement by facsimile, email or other electronic transfer will be effective as delivery of a manually executed counterpart to this Contribution Agreement.

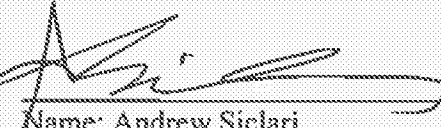
Section 2.8 Purchase Agreement Terms. To the extent this Contribution Agreement conflicts with the Purchase Agreement, the Purchase Agreement shall govern and control.

Section 2.9 Captions. All captions contained in this Contribution Agreement are for convenience of reference only, do not form a part of this Contribution Agreement and will not affect in any way the meaning or interpretation of this Contribution Agreement.


[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have duly executed this Contribution Agreement as of the date first written above.

PEARSON EDUCATION, INC.

By: 
Name: Andrew Siclari
Title: President and Senior Vice President,
Finance

NCS PEARSON, INC.

By: 
Name: Andrew Siclari
Title: Vice President

PEARSON K12 LEARNING LLC

By: _____
Name: Bethlam Forsa
Title: President

IN WITNESS WHEREOF, the parties hereto have duly executed this Contribution Agreement as of the date first written above.


PEARSON EDUCATION, INC.

By: _____
Name: Andrew Siclari
Title: President and Senior Vice President,
Finance

NCS PEARSON, INC.

By: _____
Name: Andrew Siclari
Title: Vice President

PEARSON K12 LEARNING LLC

By:  _____
Name: Bethlam Forsa
Title: President

[Signature Page to Amended and Restated Contribution and Assumption Agreement]

TRADEMARK
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Trademark Applications and Registrations

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
BLUE SKY	United States of America	41, 42 - educational resources, namely, non-downloadable publications in the nature of online textbooks, course materials, audio, visual and audiovisual educational materials, teacher guides, course curriculum, learning assessments, all for use by instructors and students at the k-12, post-secondary, graduate and professional education levels	Pearson Education, Inc	85/981944	10/12/2011	4569755	7/15/2014
CELEBRATION PRESS	United States of America	16, printed matter, namely a series of children's books on a variety of topics, and catalogs featuring both children's books and educational and entertainment products for children	Pearson Education, Inc	74/684278	6/5/1995	1976538	5/28/1996
CONNECTED MATHEMATICS	United States of America	16 printed materials, namely, student books, teacher guides, printed instructional, educational and teaching materials, and program manuals, all for use in teaching mathematics	Pearson Education, Inc	75/105738	5/17/1996	2078958	7/15/1997
CONNECTED MATHEMATICS	United States of America	16 educational kits consisting of manipulative devices for use in teaching mathematics and instructional printed materials for use therewith	Pearson Education, Inc	75/105737	5/17/1996	2078957	7/15/1997
CONNECTED MATHEMATICS & Design	United States of America	Printed materials, namely, student books, teacher guides, printed instructional, educational and teaching materials, and program manuals, all for use in teaching mathematics	Pearson Education, Inc	75/105740	5/17/1996	2078960	7/15/1997
DICK AND JANE	United States of America	16 - wall calendars	Pearson Education, Inc	75/197362	11/13/1996	2532325	1/22/2002
DICK AND JANE	United States of America	16 - fictional books for children, parents and teachers	Pearson Education, Inc	75/509104	4/24/2003	3110817	7/4/2006
DICK AND JANE	United States of America	16 - Children's storybooks, plastic shopping bags; children's storybooks with stickers, agendas; children's activity books 18 - Textile shopping bags	Pearson Education, Inc	77/606531	11/4/2008	3668751	8/18/2009

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
DIGITS	United States of America	16 Printed materials, namely, student books, teacher guides, printed instructional, educational and teaching materials, and program manuals, all for use in teaching mathematics. 41 Educational services, namely, providing an on-line interactive web site over a global computer information network for teaching mathematics at the middle grade school level, and providing educator training for same.	Pearson Education, Inc	85/056248	6/7/2010	4230408	10/23/2012
DIGITS Plus Design	United States of America	16 Printed materials, namely, student books, teacher guides, printed instructional, educational and teaching materials, and program manuals, all for use in teaching mathematics. 41 Educational services, namely, providing an on-line interactive web site over a global computer information network for teaching mathematics at the middle grade school level, and providing educator training for same.	Pearson Education, Inc	85/514438	1/11/2012	4377231	7/30/2013
DRIVERIGHT	United States of America	16, posters, textbooks, teacher's resource books, monographs, test books and stickers dealing with driver education	Pearson Education, Inc	73/728813	5/16/1988	1521800	1/24/1989
ECCE ROMANI	United States of America	09, 16, 41, . . . textbooks, workbooks and assessments in the field of Latin language study . . . Registered 6-year Affidavit of Use due 27-May-2020 Pearson Education, Inc	Pearson Education, Inc	85/591346	4/6/2012	4538558	3/27/2014

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
ENVISION	United States of America	9. Downloadable software in the nature of a mobile application providing educational tools, content and materials for use in teaching mathematics at the K-12 school level; downloadable e-books in the field of mathematics; 16. Printed materials, namely, textbooks, activity books, teacher's resource books, activity guides, teacher's guides, workbooks and manuals in the field of mathematics at the K-12 school level; 41. Educational services, namely, providing an interactive web site for teaching mathematics at the K-12 school level.	Pearson Education, Inc.	87034837	5/12/2016	5272511	8/22/2017
ENVISIONMATH	United States of America	9. DVDs and computer software for students and teachers featuring educational tools, content, and materials in the field of mathematics; 16. Printed materials, namely, textbooks, activity books, activity guides, teacher's guides, workbooks and manuals in the field of mathematics; 41. Educational services, namely, providing an on-line interactive web site over a global computer information network for teaching mathematics at the grade school level.	Pearson Education, Inc.	77796052	7/27/2009	3836826	8/24/2010
FASTBACK	United States of America	16. novels for children and adults with reading problems	Pearson Education, Inc.	75332013	10/13/1981	1220848	12/21/1982

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
GLOBE FEARON	Canada	(1) Pre-recorded audio and video cassette tapes and CD-ROMs for use as a teaching aid to pre-kindergarten through Eighth Grade levels in the fields of reading, writing, spelling, language arts, social studies, multicultural studies, science, computers, math, critical thinking, emotional development, and arts and crafts. (2) Comprehensive teacher resource materials and supplemental teaching aids for pre-kindergarten through Eighth Grade levels, namely, reproducible activity books and teacher resource books in the fields of reading, writing, spelling, language arts, social studies, multicultural studies, science, computers, math, critical thinking, emotional development, arts and crafts, teacher skills, bulletin board art and teaching materials, namely, games and puzzles.	Pearson Education, Inc	1115449	9/13/2001	1MA590079	9/17/2003
INVESTIGATIONS IN NUMBER, DATA AND SPACE	United States of America	16 Printed educational and instructional materials for grades K through 6, namely, student textbooks, workbooks and booklets, teacher, parent and staff books, resource materials, implementation guides and development guides, blackline master student activity sheets, assessment masters, journal masters, posters, art work, and measuring and estimating manipulatives made from paper and cardboard, sold individually, in combination and in kits	Pearson Education, Inc	74461022	11/22/1993	1915825	8/29/1995
JUNTOS	United States of America	16, educational textbooks pertaining to the study of the language and culture of Spanish-speaking countries, for the middle school, junior high and high school markets	Pearson Education, Inc	75180470	10/11/1996	2093238	9/2/1997

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
LAB BENCH	United States of America	42. providing an interactive multimedia website for use in teaching and learning biology	Pearson Education, Inc	75/453644	3/20/0998	2312479	1/25/2000
LITTLE CELEBRATIONS	United States of America	16. series of books for use in school reading programs	Pearson Education, Inc	74/199554	8/30/1991	1765260	4/13/1993
MODERN CURRICULUM PRESS	United States of America	16. school textbooks	Pearson Education, Inc	72/408961	11/29/1971	970784	10/16/1973
MY SIDEWALKS ON SCOTT FORESMAN READING STREET	United States of America	9. CDs for use in elementary school education, featuring educational materials in the field of language arts 16. Educational publications, namely, textbooks, teacher guides, worksheets, flash cards, educational learning cards, activity cards, story books, lesson plans, assessments, charts and posters all in the field of language arts for use in elementary school education	Pearson Education, Inc	85/442313	10/7/2011	4240592	11/13/2012
MYMATHUNIVERSE	United States of America	41. providing a website featuring non-downloadable multimedia educational content in the field of mathematics for elementary and secondary school students	Pearson Education, Inc	85/639770	5/31/2012	4272329	1/8/2013

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
MY PERSPECTIVES	United States of America	<p>9. Downloadable educational courseware consisting of course materials in the field of literacy and language arts</p> <p>16. Printed educational materials in the field of literacy and language arts</p> <p>41. Providing education courses in the field of literacy and language arts offered through online, non-downloadable courseware, providing a website featuring non-downloadable publications in the nature of educational materials in the field of literacy and language arts</p>	Pearson Education, Inc	87/237376	11/15/2016	5444253	4/10/2018
MY WORLD GEOGRAPHY	United States of America	<p>9, 16, 41 DVDs and computer software featuring educational tools, content and materials in the field of social studies, downloadable written documents in the nature of lesson plans, tests and student assessment materials in the field of social studies; Educational publications, namely, textbooks, journals, lesson plans, answer keys, posters, activity cards, wall maps and assessment booklets for use in teaching social studies; Providing a website featuring educational resources, namely, non-downloadable publications in the nature of digital textbooks and teacher guides, lesson plans, course management materials, videos, tests, and student assessment materials, all in the field of social studies</p>	Pearson Education, Inc	85/524088	1/24/2012	4311615	4/2/2013

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
MY WORLD SOCIAL STUDIES	United States of America	9, 16, 41 DVDs and computer software featuring educational tools, content and materials in the field of social studies; downloadable written documents in the nature of lesson plans, tests and student assessment materials in the field of social studies; Educational publications, namely, textbooks, journals, lesson plans, answer keys, posters, activity cards, wall maps, and assessment booklets for use in teaching social studies; Providing a website featuring educational resources, namely, non-downloadable publications in the nature of digital textbooks and teacher guides; lesson plans, course management materials, videos, tests, and student assessment materials, all in the field of social studies.	Pearson Education, Inc	85/634650	5/11/2012	4271543	1/8/2013

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
OLE	United States of America	<p>38 Providing online electronic bulletin boards and chat rooms for transmission of messages among instructors of k-12 mathematics, language arts, humanities and social studies classes; providing online electronic bulletin boards and chat rooms for transmission of messages between k-12 mathematics, language arts, humanities and social studies class students and their instructors and fellow students</p> <p>41 Educational services, namely, providing an online multimedia content library consisting of publisher course curriculum materials, learning tools, and assessments content for use by instructors of mathematics, language arts, humanities and social studies classes in the k-12 educational market; online course materials created for students by instructors of k-12 mathematics, language arts, humanities and social studies classes consisting of customized content selected from the online multimedia library and which may also incorporate materials created or provided by instructors which are not otherwise contained within the multimedia library; an online learning management system for aggregating course content and tracking class assignments, lesson plans; student performance and other course data for k-12 mathematics, language arts, humanities and social studies technology that enables instructors of k-12 mathematics, language arts, humanities and social studies classes to access a centrally hosted, web-based multimedia library consisting of publisher course content, learning tools, and assessments, and to add their own created content in order to create customized course materials for language arts, humanities and social studies classes in the k-12 educational market that may be accessed via the website; Providing an interactive website featuring technology that enables instructors of k-12 mathematics, language arts, humanities and social studies classes to access and use an online learning management system for aggregating course content and tracking class assignments; lesson plans, student performance and other course data; Creating an on-line community for k-12 instructors of mathematics, language arts, humanities and social studies classes; Providing an interactive website featuring technology that enables instructors of mathematics, language arts, humanities and social studies classes in k-12 educational markets to access and use instructor-mediated electronic bulletin boards that facilitate communication between students and their instructors and fellow students; Providing an interactive website featuring technology that enables students in k-12 mathematics, language arts, humanities and social studies classes to access and use</p>	Pearson Education, Inc	85/428408	9/21/2011	4339438	5/21/2013

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
		<p>instructor-defined learning content, tools, assessment and instructor-mediated electronic bulletin boards that facilitate communication between students and their instructors and fellow students</p>					

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
OLE	United States of America	38, 41, 42 Providing online electronic bulletin boards and chat rooms for transmission of messages among instructors of k-12 science classes; providing online electronic bulletin boards and chat rooms for transmission of messages between k-12 science class students and their instructors and fellow students. Educational services, namely, providing an online multimedia content library consisting of publisher course curriculum materials, learning tools, and assessments content for use by instructors of science classes in the k-12 educational market; online course materials created for students by instructors of k-12 science classes consisting of customized content selected from the online multimedia library and which may also incorporate materials created or provided by instructors which are not otherwise contained within the multimedia library; an online learning management system for aggregating course content and tracking class assignments, lesson plans, student performance and other course data for k-12 science classes. Providing an interactive website featuring technology that enables instructors of k-12 science classes to access a centrally hosted, web based multimedia library consisting of publisher course content, learning tools, and assessments, and to add their own created content in order to create customized course materials for science classes in the k-12 educational market that may be accessed via the website; Providing an interactive website featuring technology that enables instructors of k-12 science classes to access and use an online learning management system for aggregating course content and tracking class assignments, lesson plans, student performance and other course data; Creating an on-line community for k-12 instructors of science classes; Providing an interactive website featuring technology that enables instructors of science classes in k-12 educational markets to access and use instructor-mediated electronic bulletin boards that facilitate communication between students and their instructors and fellow students; Providing an interactive website featuring technology that enables students in k-12 science classes to access and use instructor-defined learning content, tools, assessment and instructor-mediated electronic bulletin boards that facilitate communication between students and their instructors and fellow students.	Pearson Education, Inc	85/418443	9/21/2011	4224399	10/16/2013

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
ONLINE LEARNING EXCHANGE	United States of America	38, 41, 42 Providing online electronic bulletin boards and chat rooms for transmission of messages among instructors of k-12 mathematics, language arts, humanities and social studies classes; providing online electronic bulletin boards and chat rooms for transmission of messages between k-12 mathematics, language arts, humanities and social studies class students and their instructors and fellow students. Educational services, namely, providing an online multimedia content library consisting of publisher course curriculum materials, learning tools, and assessments content for use by instructors of mathematics, language arts, humanities and social studies classes in the k-12 educational market; online course materials created for students by instructors of k-12 mathematics, language arts, humanities and social studies classes consisting of customized content selected from the online multimedia library and which may also incorporate materials created or provided by instructors which are not otherwise contained within the multimedia library; an online learning management system for aggregating course content and tracking class assignments; lesson plans, student performance and other course data for k-12 mathematics, language arts, humanities and social studies classes; Providing an interactive website featuring technology that enables instructors of k-12 mathematics, language arts, humanities and social studies classes to access a centrally hosted, web based multimedia library consisting of publisher course content, learning tools, and assessments, and to add their own created content in order to create customized course materials for mathematics, language arts, humanities and social studies classes in the k-12 educational market that may be accessed via the website; providing an interactive website featuring technology that enables instructors of k-12 mathematics, language arts, humanities and social studies classes to access and use an online learning management system for aggregating course content and tracking class assignments, lesson plans, student performance and other course data, creating an on-line community for k-12 instructors of mathematics, language arts, humanities and social studies classes; providing an interactive website featuring technology that enables instructors of mathematics, language arts, humanities and social studies classes in k-12 educational markets to access and use instructor-mediated electronic bulletin boards that facilitate communication between students and their instructors and fellow students; providing an interactive website featuring technology that enables students in k-12 mathematics, language arts, humanities and social studies classes to access and use instructor-defined learning	Pearson Education, Inc	85/428396	9/21/2011	4347431	6/4/2013

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
		<p>content, tools, assessment and instructor-mediated electronic bulletin boards that facilitate communication between students and their instructors and fellow students</p>					

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
ONLINE LEARNING EXCHANGE	United States of America	<p>38, 41, 42, 38, 41, 42. Providing online electronic bulletin boards and chat rooms for transmission of messages among instructors of k-12 mathematics, language arts, humanities and social studies classes; providing online electronic bulletin boards and chat rooms for transmission of messages between k-12 mathematics, language arts, humanities and social studies class students and their instructors and fellow students; Educational services, namely, providing an online multimedia content library consisting of publisher course curriculum materials, learning tools, and assessments content for use by instructors of mathematics, language arts, humanities and social studies classes in the k-12 educational market, online course materials created for students by instructors of k-12 mathematics, language arts, humanities and social studies classes consisting of customized content selected from the online multimedia library, and which may also incorporate materials created or provided by instructors which are not otherwise contained within the multimedia library; an online learning management system for aggregating course content and tracking class assignments, lesson plans, student performance and other course data for k-12 mathematics, language arts, humanities and social studies classes; Providing an interactive website featuring technology that enables instructors of k-12 mathematics, language arts, humanities and social studies classes to access a centrally hosted, web based multimedia library consisting of publisher course content, learning tools, and assessments, and to add their own created content in order to create customized course materials for mathematics, language arts, humanities and social studies classes in the k-12 educational market that may be accessed via the website; providing an interactive website featuring technology that enables instructors of k-12 mathematics, language arts, humanities and social studies classes to access and use an online learning management system for aggregating course content and tracking class assignments, lesson plans, student performance, and other course data, creating an on-line community for k-12 instructors of mathematics, language arts, humanities and social studies classes; providing an interactive website featuring technology that enables instructors of mathematics, language arts, humanities and social studies classes in k-12 educational markets to access and use instructor-mediated electronic bulletin boards that facilitate communication between students and their instructors and fellow students; providing an interactive website featuring technology that enables students in k-12 mathematics, language arts, humanities and social studies classes to access and use instructor-defined learning</p>	Pearson Education, Inc	85/478422	9/21/2011	4236321	11/6/2012

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
		<p>content, tools, assessment and instructor-mediated electronic bulletin boards that facilitate communication between students and their instructors and fellow students</p>					

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PACEMAKER	United States of America	16 Books dealing with educational matter.	Pearson Education, Inc	75/130917	6/20/1977	1104315	10/17/1978
PEQUEÑITOS CELEBRACIONES	United States of America	16. series of Spain language books for children	Pearson Education, Inc	75/026623	12/1/1995	2257423	6/29/1999
PLANNING EXPRESS	United States of America	09. educational computer software with accompanying user manuals, sold as a unit, for use by teachers in the field of student progress management	Pearson Education, Inc	75/098064	5/2/1996	2129442	1/15/1998
PRENTICE HALL	Bahamas	39	Pearson Education, Inc	11236	4/3/1984	11236	4/3/1984
PRENTICE HALL	China	9 Computer software [recorded]; Electronic pocket translators; Computer game programs; Publications (Electronic -) [downloadable]; Discs (Optical -); Computer programs [downloadable software]; Computer programmes [programs]; recorded; Magnetic tapes; Sound recording strips; Video cassettes; Videotapes; Compact discs [audio-video]; Animated cartoons; Slides [photography];	Pearson Education, Inc	6652040	4/11/2008	6652040	5/21/2010
PRENTICE HALL	China	16 Printed matter; Newspapers; Comic books; Periodicals; Books; Prospectuses; Newsletters; Printed publications; Magazines [periodicals]; Pictures; Photographs; Bookbindings; Bookbinding material; Covers [stationery]; Teaching materials [except apparatus];	Pearson Education, Inc	6652041	4/11/2008	6652041	3/28/2010

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE HALL	China	35 Outdoor advertising, On-line advertising on computer network, Radio advertising, Distribution of samples, Television advertising, Advertising, Advertising matter (Dissemination of -), Publicity texts (Publication of -), Business information, Exhibitions (Organization of -) for commercial or advertising purposes, Sell for others, Compilation of information into computer databases,	Pearson Education, Inc	6652042	4/11/2008	6652042	7/14/2010
PRENTICE HALL	China	38 Message sending, Teleconferencing services, Electronic bulletin board services (telecommunications services), Electronic mail, Computer aided transmission of messages and images, Communications by computer terminals, Providing user access to global computer network (service providers), Providing telecommunications connections to global computer network, Television broadcasting, Broadcasting (Radio -),	Pearson Education, Inc	6652043	4/11/2008	6652043	4/7/2010

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE HALL	China	41 Correspondence courses, Boarding schools, Tuition, Teaching, Educational services, Education examination, Education information, vocational guidance, instruction services, Practical training [demonstration], Academies [education], Nursery schools, Arranging and conducting of workshops [training], Organization of competitions [education or entertainment], Organization of exhibitions for cultural or educational purposes, Arranging and conducting of conferences, Arranging and conducting of seminars, Arranging and conducting of symposiums, Bookmobile services, Shows (Production of -), Text (except publishing advertising), publish video tape, Publication of books, Provide online electronic publications (non downloadable), Book publishing, Publication of electronic books and journals online, Electronic desktop publishing, providing online games on a computer network, Chuservices [entertainment or education], Videotaping, Radio and television programmes (Production of -), Translation, Layout design except for advertising, lending libraries.	Pearson Education, Inc	6652044	4/11/2008	6652044	8/14/2010
PRENTICE HALL	China	42 Computer programming, Software (Updating of computer -), Computer software design, Rental of computer software, Conversion of data documents from physical to electronic media, Creating and maintaining websites for others, Hosted computer station (website), Data conversion of computer programs and data (not physical conversion), Network server rental, Internet search engine.	Pearson Education, Inc	6652045	4/11/2008	6652045	8/21/2010

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE HALL	Egypt	16	Pearson Education, Inc.	300850	4/8/2014		

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE HALL	EUTM	<p>9 Scientific, surveying, photographic, cinematographic, optical, weighing, measuring, signalling, checking (supervision) life-saving and teaching apparatus and instruments; electrical and electronic apparatus and instruments for use in polling, apparatus and instruments for recording, transmitting, receiving, modifying or reproducing sound, images or data; broadcasting, telecommunication, television and radio apparatus and instruments; data processing apparatus and instruments, computers, and peripheral equipment therefor included in this class; interactive electronic apparatus included in this class; electronic games apparatus for use with television receivers or with video monitors, automatic vending machines, cash registers, electrical rewinding apparatus for magnetic tapes or cinematographic films; remote control units for any of the aforesaid goods; audio and video headsets, earphones, loudspeakers, microphones; cleaning apparatus included in this class for magnetic or optical data media or for phonograph records; cleaning apparatus included in this class for use with apparatus for recording or reproducing audio, video or data; electrical power supplies; transformers; battery chargers; batteries; apparatus for protection against surges or electrical interference in electricity supplies; plugs, sockets, converters, adapters and contacts for making electrical or fibre optic connections; electric wires and cables; optical fibres and optical fibre cables, cases and cabinets included in this class adapted for the storage of magnetic or optical data media; magnetic or optical data media, recording discs; sound recordings, video recordings, cinematographic films; exposed photographic films or slides, pre-recorded computer software for use with interactive electronic apparatus; game apparatus or amusement apparatus, parts and fittings included in this class for any of the aforesaid goods. 16 Paper, cardboard and goods made from these materials included in this class; printed matter; printed publications; periodicals; magazines; books; comic books; instructional and teaching material included in this class; book-binding materials; photographs, posters, postcards, greeting cards, calendars; diaries, albums, stickers included in this class; decals, stationery; adhesives and adhesive tapes for stationery and household purposes; artists materials; paint brushes; writing instruments; office requisites included in this class; parts and fittings included in this class for any of the aforesaid goods. 28 Toys, games and playthings; electronic game apparatus included in this class. 38 Telecommunication services; broadcasting services; terrestrial, cable or satellite broadcasting of radio, television, teletext or of data; transmission of radio or television.</p>	Pearson Education, Inc	7014021	6/24/2008	7014021	5/27/2009

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
		<p>programmes; transmission of data; message services included in this class; computer aided transmission of messages, data and images; services relating to communications by computer terminals; news agency services; leasing of access to computer databases; leasing of access time to computer databases. 41 Entertainment services; educational and training services; sporting and cultural activities; production, distribution, rental and exhibition of motion pictures; production of radio programmes or of television programmes; rental of sound recordings; video recordings or of game cartridges for use with electronic game apparatus; organisation of competitions; organisation, production and presentation of live performances; organisation of exhibitions for cultural or educational purposes; organisation of sporting events; reservation and sales of tickets for sports events; exhibitions and entertainment; motion picture studio services; recording studio services; television studio services; rental of motion picture and television scenery; provision of cinema or theatre facilities; rental of apparatus for transmitting, receiving, modifying, edition or reproducing cinematographic films, sound or video; recording, modifying or editing services for film, sound and video; publication of books and periodicals; publication of material on magnetic or optical data media. 42 Computer programming and computer consultancy services; rental of computers, and peripheral equipment therefor; rental of computer software; graphic design services; industrial design services</p>					

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE HALL	India	9 Electrical and electronic apparatus and instruments; electronic communication apparatus and instruments; telecommunications apparatus and instruments; recording and/or reproducing apparatus and instruments; sound and/or video recording and/or reproducing apparatus and instruments; sound recordings; video recordings; phonographic records; gramophone record; magnetic media; magnetic tapes; tape cartridges; magnetic disks; cinematographic films; motion picture films; apparatus and instruments for reading and writing optical media; optical disks; compact discs; cd-i (interactive compact disc); laser disks; magneto-optical media; magneto-optical disks; solid state media; semi-conductor memories; videos; video tapes; video discs; cassettes; audio cassettes; interactive video and video tapes; books encoded in film; microfiches; data processing apparatus and instruments; apparatus and instruments, all for the recording, storage, processing, retrieval, transmission or display of electronic data; digitized data carriers; computers; microprocessors; software; computer programs; calculators; interactive multimedia apparatus and instrument; multimedia publications; multimedia recordings; dvd's electronic publications; computer games; video games; databases; floppy disks; instructional, educational and teaching apparatus and instruments, parts and fittings for all the aforesaid goods.	Pearson Education, Inc	1077629	2/1/2002	1077629	11/7/2016

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE HALL	India	41 Education; training; schooling; teaching; entertainment; school teaching and courses connected with medicine, health and pharmaceuticals; lessons supported by computers; services of a publishing house; namely publication and edition of printed matter, especially books, newspapers, magazines, periodicals and trade journals; production of radio and television programs; publication of multi-media publications; publication of CD-ROMs; television entertainment; radio entertainment production of film recording; production and rental of videos and video cassettes; operation of leisure parks and theme parks (thematically created leisure parks); waxwork exhibitions; astronomical displays; operation of planetaria; performance of laser shows; son et lumiere displays; operation of zoological gardens; operation of parks and gardens for recreational purpose; operation of museums; circus performances; training in circusean arts; operation recreational institutions; organization, planning, arrangement, execution, and performance of shows, concerts, speeches, conferences, displays, exhibitions, and seminars, insofar as included in this class	Pearson Education, Inc	1446546	4/17/2006	1446546	4/17/2006

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE HALL	Malta	16 Paper, cardboard, articles of paper or of cardboard (not included in other classes); printed matter, newspapers and periodicals, books; book-binding material; photographs; stationery; adhesive materials (stationery); artists' materials; paint brushes; typewriters and office requisites (other than apparatus); playing cards; printers; type and cliches (stereotype); Paper, cardboard, articles of paper or of cardboard (not included in other classes); printed matter, newspapers and periodicals, books, book-binding material, photographs, stationery; adhesive materials (stationery); artists' materials; paint brushes; typewriters and office requisites (other than apparatus); playing cards, printers, type and cliches (stereotype); Paper, cardboard, articles of paper or of cardboard (not included in other classes); printed matter, newspapers and periodicals, books; book-binding material, photographs, stationery; adhesive materials (stationery); artists' materials; paint brushes; typewriters and office requisites (other than apparatus); playing cards, printers, type and cliches (stereotype); Paper, cardboard, articles of paper or of cardboard (not included in other classes); printed matter, newspapers and periodicals, books; book-binding material, photographs; stationery; adhesive materials (stationery); artists' materials; paint brushes; typewriters and office requisites (other than apparatus); playing cards; printers; type and cliches (stereotype)	Pearson Education, Inc	16345	8/7/1984	16345	3/29/1985

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE HALL	Panama	16 Paper, cardboard and goods made from these materials, not included in other classes; printed products; bookbinding materials; photographs; stationery; adhesives (glues) for stationery of household purpose; artists' materials; paintbrushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); printers' type; printing blocks.	Pearson Education, Inc	168306-01	2/1/2008	168306-01	2/1/2008
PRENTICE HALL	Samoa	16 All of the goods in class 16	Pearson Education, Inc			2239	4/27/1984
PRENTICE HALL	St. Lucia	16 Paper and paper articles, cardboard and cardboard articles, printer matter, newspapers and periodicals, books, book-binding material, photographs, stationery, adhesive materials (Stationery), artistic materials, paint brushes, typewriters and office requisites (other than furniture), instrumental and teaching material (other than apparatus), playing cards, (printers) type and clichés (stereotype)	Pearson Education, Inc		7/24/1984	651984	11/12/1984
PRENTICE PRACTICA	Spain	9	Pearson Education, Inc			2403674M9	4/22/2002
PRENTICE PRACTICA	Spain	16	Pearson Education, Inc			2403675M7	4/22/2002
PRENTICE-HALL	United States of America	16 Printed Matter-Namely, Books I, Magazines, Newsletters, Looseleaf Reference Books, J and Teaching and Instructional Material	Pearson Education, Inc	73495332	8/17/1984	1332044	4/23/1985
PRENTICE-HALL	United States of America	9 Computer Programs	Pearson Education, Inc	73/541919	6/7/1985	1375654	12/17/1985
PRENTICE-HALL	Australia	16 Books	Pearson Education, Inc	406540	4/9/1984	406540	4/9/1984

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE-HALL	Austria	16 Paper and cardboard (carton); Paper and cardboard goods (if they are not included in other classes); pamphlets, newspapers and periodicals, books, bookbinding material, photographs, stationery, adhesives (for stationery), artists' materials (except furniture), instructional and teaching material (except apparatuses), playing cards, printing type, printing blocks	Pearson Education, Inc	2526/1984	8/16/1984	107668	12/31/1984
PRENTICE-HALL	Bolivia	16 Books, newspapers, printed typography, lithography and derivatives.	Pearson Education, Inc	1984-043914	4/17/1984	43914-C	8/26/1985
PRENTICE-HALL	Brazil	11 Newspapers, magazines and periodical publications in general	Pearson Education, Inc	811613119	6/27/1984	811613119	11/19/1985
PRENTICE-HALL	Canada	(1) Educational publications for instruction and teaching, books and periodical publications (1) Mail order services featuring the sale of books	Pearson Education, Inc	519794	4/4/1984	TMA301537	4/4/1985
PRENTICE-HALL	Greece	16 - Map and types of paper, cardboard and goods made from cardboard, printed matter, newspapers, magazines, books, types of typing, photo, stationery, sticky matter, (eraser) for paper goods, materials for artists' brushes (brushes) grafomichanai and office requisites (except furniture), textbooks and teaching (except instrumentation), playing cards, typography, stereotypes (cliches)	Pearson Education, Inc	77021	5/2/1984	77021	8/19/1986
PRENTICE-HALL	Honduras	16	Pearson Education, Inc	216985	6/28/1985	49008	3/14/1988
PRENTICE-HALL	Hong Kong	16 Printed educational books.	Pearson Education, Inc	12531984	4/24/1984	19883061	9/27/1988

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE-HALL	India	16 Paper and cardboard articles; printed matter, newspapers and periodicals, books; book-binding material, photographs, stationery, adhesive materials (stationery), artists materials, paint brushes, typewriters and office requisites (other than furniture), instructional and teaching material (other than apparatus); playing cards, printers type and cliches (stereotype)	Pearson Education, Inc	420659		420659	4/12/1984
PRENTICE-HALL	Israel	16 Printed matter being books, magazines, newsletters, looseleaf reference books, and teaching and instructional material (except apparatus).	Pearson Education, Inc	58499	4/9/1984	58499	4/9/1984
PRENTICE-HALL	Jamaica	16	Pearson Education, Inc	21327	4/25/1985	21327	4/25/1985
PRENTICE-HALL	Japan	9 Cinematographic films, slide films, slide film mounts, recorded video discs, and video tapes 16 Books, magazines, periodicals, and other printed matter	Pearson Education, Inc	8720482	4/25/1984	1875260	7/30/1986
PRENTICE-HALL	Jordan	16 Paper cardboard articles of paper or of cardboard (not included in other classes), printed matter, newspapers & periodicals, books, bookbinding material, photographs, stationery, adhesive materials (stationery), artists materials, paint brushes, typewriters and office requisites (other than furniture), instructional & teaching material (other than apparatus), playing cards, printers type & cliches (stereotype)	Pearson Education, Inc	22254	10/30/1984	22254	10/30/1984
PRENTICE-HALL	Malawi	16	Pearson Education, Inc			9184	5/3/1984

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE-HALL	Malaysia	16 Printed matter, namely books, magazines, newsletters, loose leaf reference books and teaching and instructional materials	Pearson Education, Inc	8401721	4/11/1984	8401721	12/31/1992
PRENTICE-HALL	Mexico	16 Publications and printed matter.	Pearson Education, Inc	506142	11/8/1984	305385	2/12/1985
PRENTICE-HALL	New Zealand	16 printed matter, books, and paper pages (printed matter) for books	Pearson Education, Inc	152089	4/5/1984	B152089	9/25/1996
PRENTICE-HALL	Nigeria	16	Pearson Education, Inc	4532484		45324	4/26/1984
PRENTICE-HALL	Pakistan	16	Pearson Education, Inc		4/23/1984	82717	4/23/1984
PRENTICE-HALL	Pangany	16	Pearson Education, Inc	567252014		111678	12/18/1984
PRENTICE-HALL	Peru	16 Printed matter, paper, cardboard, paper and cardboard articles not included in other classes, desk articles, bookbinding articles, printing products, books, magazines, pamphlets, photographs, artists' materials, paint brushes, typewriters and office requisites (except furniture), instructional and teaching material (except apparatus), stationery, adhesives for stationery or household purposes, office requisites (except furniture), plastic materials for packaging (not included in other classes), printers' type, printing blocks	Pearson Education, Inc	2004-227357	10/9/1989	P00083740	2/22/1990
PRENTICE-HALL	Portugal	16	Pearson Education, Inc	225791	6/26/1984	225791	12/20/1989
PRENTICE-HALL	Republic of Korea (South)	16 Books, magazines, newsletters, looseleaf reference books, and teaching and instructional materials.	Pearson Education, Inc	5-02001E-12	2/4/1991	4-0021E-12	2/4/1991
PRENTICE-HALL	Sierra Leone	39	Pearson Education, Inc			12094	1/6/1984

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE-HALL	Singapore	16 Books, printed publications and catalogues.	Pearson Education, Inc	B2192/84	4/27/1984	184/02192J	4/27/1984
PRENTICE-HALL	South Africa	16 Paper, cardboard and goods made from these materials, not included in other classes; printed matter, bookbinding material, photographs, stationery, adhesive for stationery or household purposes, artists' materials, paintbrushes, typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); playing cards, printers' type, printing blocks	Pearson Education, Inc	1984/02753	4/4/1984	1984/02753	2/26/1986
PRENTICE-HALL	Switzerland	16 Paper, cardboard (carton), books, magazines, printed matter, Bookbinding material, Photographs; Stationery; Adhesives for stationery or household purposes; Artists' materials; Paint brushes, typewriters and office requisites (except furniture); Instructional and teaching material (except apparatus); Plastic materials for packaging; Playing cards, printers' type; Printing blocks.	Pearson Education, Inc	01898/1984	4/5/1984	2P-337051	3/13/1985
PRENTICE-HALL	Taiwan	56 - Books, periodicals	Pearson Education, Inc	7421784	5/11/1984	267178	12/16/1984
PRENTICE-HALL	Thailand	16 Paper and paper-made books or magazines, books, Comic books; Magazine about color including stationery Writing paper Paper for taking notes, pens, pencils, mechanical pencils, Crayon artists include watercolors for painting or drawing	Pearson Education, Inc	271254	8/31/1984	TM17103	9/15/1994
PRENTICE-HALL	Uganda	16 All goods included in Class 16.	Pearson Education, Inc			16306	11/2/1991

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
PRENTICE-HALL	United Kingdom	16 Printed matter, books, and paper pages (printed matter) for books	Pearson Education, Inc	UK00001218060	5/3/1984	UK00001218060	5/3/1984
PRENTICE-HALL	United States of America	16 Printed Matter-Namely, Books I, Magazines, Newsletters, Looseleaf Reference Books, J and Teaching and Instructional Material	Pearson Education, Inc	73/495332	8/17/1984	1332044	4/23/1985
PRENTICE-HALL	United States of America	9 COMPUTER PROGRAMS	Pearson Education, Inc	75/541919	6/7/1985	1375654	12/17/1985
PRENTICE-HALL	Uruguay	16 All goods covered in Int. Class 16	Pearson Education, Inc	467187	8/7/2015	36315	
PRENTICE-HALL	Venezuela	16 Books, periodical publications, all types of printed materials	Pearson Education, Inc	1984-003041	4/11/1984	F-123391	5/16/1986
QUICKREADS	United States of America	16 Printed instructional, educational and teaching materials in the field of elementary school level education	Pearson Education, Inc	76/197375	1/22/2001	2595815	1/22/2001
READING EXPLORATIONS	United States of America	16. educational publications, namely, text books for special education students in the field of reading comprehension	Pearson Education, Inc	75/156455	8/27/1996	2117944	2/17/1998
READING IS AT THE HEART OF EVERYTHING WE DO	United States of America	41. publishing educational material for others; providing educational and instructional information on reading, language arts, and literature for teachers, parents and students dealing with the education of children from pre-school through grade 6; such information being provided in seminars, workshops, and education exhibitions	Pearson Education, Inc	75/469602	4/17/1998	2635638	10/15/2002
READING IS AT THE HEART OF EVERYTHING WE DO	United States of America	16. printed instructional and educational materials over a wide curricular area for students in preschool through grade 12 and for teachers and parents of such children, and for exhibitors featuring educational and instructional books on a wide area of curricular subject for teachers, parents and children in preschool through grade 12	Pearson Education, Inc	75/469758	4/17/1998	2639043	10/22/2002

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
READING STREET	United States of America	16. 41 Printed educational materials in the field of literacy and language arts for grades pre-kindergarten through sixth; Educational services, namely, providing a website featuring resources, namely, non-downloadable publications in the nature of textbooks in the field of literacy and language arts for grades pre-kindergarten through sixth	Pearson Education, Inc	86/482418	12/16/2014	4875779	12/22/2015
READING STREET	United States of America	9. Downloadable educational course materials and assessments in the field of literacy and language arts for grades pre-kindergarten through sixth	Pearson Education, Inc	86/802137	10/28/2015	4996505	7/12/2016
READY READERS MODERN CURRICULUM PRESS and Design	United States of America	16. elementary level supplemental workbooks in the fields of phonics, language arts, reading, math and science	Pearson Education, Inc	75347190	8/26/1997	2182473	8/18/1998
READYGEN	United States of America	16. Printed student assessment materials, instructional and teaching materials, student textbooks and course materials in the field of literacy and language arts instruction for grades K-6	Pearson Education, Inc	86/134676	12/4/2013	4700999	3/10/2015
RESOURCE PRO	United States of America	9. educational computer software with accompanying user manuals, sold as a unit, for use by teachers in the field of student progress management	Pearson Education, Inc	75/098065	5/2/1996	2129443	1/13/1998
SCOTT FORESMAN	United States of America	16 Educational books and pamphlets and dictionaries 28 Educational games for the improvement of reading and spelling skills	Pearson Education, Inc	72/266387	3/10/1967	839932	12/5/1967
SCOTT FORESMAN	United States of America	9. Computer software programs on magnetic and electronic media, namely CD-ROMs and diskettes, containing educational materials, dictionaries and techniques for the improvement of reading and spelling skills	Pearson Education, Inc	74/566912	8/29/1994	1997483	8/27/1996

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
SILVER BURDETT GINN	United States of America	16, educational books in the fields of mathematics, music	Pearson Education, Inc	75830782	10/10/1989	1642763	4/30/1991
SING SPELL READ & WRITE	United States of America	16, educational kits primarily composed of printed instructional manuals and workbooks for use in developing children's literacy	Pearson Education, Inc	74699404	6/19/1995	1999476	9/10/1996
SING SPELL READ & WRITE and Design	United States of America	16, educational kits primarily composed of printed instructional manuals and workbooks, audio and visual cassette tapes, and posters for use in developing children's literacy	Pearson Education, Inc	74143276	2/28/1991	1731017	11/10/1992
SUCCESSNET	United States of America	41, vocational educational services, namely, a password protected website through which school district administrators, teachers, students and parents may access, namely, online curriculum, coursework, and testing products and progress reports	Pearson Education, Inc	78702803	29 Aug 2005	3317262	23 Oct 2007
THE BIOLOGY PLACE	United States of America	42, providing an interactive multimedia web site for use in teaching biology	Pearson Education, Inc	75100513	8 ma 1996	2159440	5/19/1998
THE CHEMISTRY PLACE	United States of America	42, providing an interactive multimedia web site for use in teaching chemistry	Pearson Education, Inc	75125685	6/26/1996	2159492	5/19/1998
THE PHYSICS PLACE	United States of America	42, providing an interactive multimedia website containing information useful for teaching and learning physics	Pearson Education, Inc	75433889	13 Feb 1998	2588728	7/22/2002
THE WRITE DIRECTION	United States of America	16, educational books and printed instructional materials for teaching English composition to grade school children	Pearson Education, Inc	75803075	9/16/1999	2477298	8/13/2001
TIKATOK	United States of America	09, 16, 41, 42, ... series of fiction books and series of non-fiction books on children's experiences and created by children ...	Pearson Education, Inc	77934299	12 Feb 2010	4154532	5 Jun 2012
TIKATOK and Design	United States of America	09, 16, 41, 42, ... series of fiction books and series of non-fiction books on children's experiences and created by children ...	Pearson Education, Inc	77934305	12 Feb 2010	4154533	5 Jun 2012

Mark	Country	Goods/Services	Owner	App. No.	App. Date	Reg. No.	Reg. Date
VOCABULARY THEIR WAY	United States of America	16 Printed materials, namely, textbooks, activity books, activity guides, teacher's guides, and workbooks in the field of phonics, vocabulary, and spelling	Pearson Education, Inc	77/874789	17 Nov 2009	4276090	15 Jan 2013

Resubmission of Corrective Assignment

In its Notice of Non-Recordation, the Trademark Assignment Division requested clarification as to why the original Trademark Assignment Cover Sheet filed 06.25.2019 identified 56 registrations, whereas the Corrective Trademark Assignment Cover Sheet filed 07.12.2012 identified only 47 registrations.

In response, the Assignment Division is requested to note that the following nine (9) registrations were not included in the Corrective Assignment because they are either cancelled or, in the case of READING EXPLORATIONS, should be cancelled based on failure to timely file a Section 15 Affidavit:

BLUE SKY- 4569755

OLE- 4224399

ONLINE LEARNING EXCHANGE- 4347431

PLANNING EXPRESS- 2129442

PRENTICE- HALL- 1332044

PRENTICE-HALL- 1375654

QUICKREADS- 2595815

READING EXPLORATIONS- 2137944 – Section 15 Affidavit not timely filed

VOCABULARY THEIR WAY- 4276090