

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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PEARSON EDUCATION, INC., :
JOHN WILEY & SONS, INC., :
CENGAGE LEARNING INC. AND :
THE MCGRAW-HILL COMPANIES, INC., :

Plaintiffs,

-against-

07 Civ. 9399 (CSH)
ECF Case

VINOD KUMAR, VIRENDER YADAV, :
SUKHWINDER SINGH AND :
DART AIR, INC. ALL D/B/A :
MODERN BOOKS D/B/A EXPRESS BOOKS :
D/B/A UNIQUE BOOKS D/B/A :
JHON BOOK STORE D/B/A :
EXPRESSBOOKS06 D/B/A :
QUALITYINSTRUMENTS400 :
AND JOHN DOES NOS. 1-5, :

Defendants.

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DECLARATION OF RICHARD ESSIG IN SUPPORT
OF PLAINTIFFS' MOTION FOR SUMMARY JUDGMENT

Richard Essig hereby declares pursuant to 28 U.S.C.

§ 1746 that the following is true and correct:

1. I am Vice President, Logistics and Planning
of plaintiff Pearson Education, Inc. ("Pearson"). I am
making this declaration in support of plaintiffs' motion for
summary judgment on their copyright claims against defendants
Vinod Kumar a/k/a Vinod Nautiyal and Dart Air, Inc.

2. My responsibilities at Pearson involve the enforcement of its copyrights, including its copyrights in higher education textbooks.

3. Annexed as Exhibit A are copies of Pearson's Certificate of United States Copyright Registration for the following works:

Title
Date of Registration
Registration Number

1. Electronic Commerce:
A Managerial Perspective
December 2, 1999
TX0005110454
2. Probability and Random
Processes for Electrical
Engineering
August 3, 1993
TX0003590606
3. Organic Chemistry
July 20, 2000
TX0005141194
4. Training in Interpersonal Skills:
Tips for Managing People at Work
November 7, 1996
TX0004405435
5. Compensation Management in a
Knowledge-Based World
April 7, 1997
TX0004511421
6. Process Control: Modeling,
Design and Simulation
April 29, 2003
TX0005736756

7. From ASICs to SOCs: A
Practical Approach
August 12, 2003
TX0005806238
8. Strategic Human Resource
Management
April 26, 2001
TX0005374633
9. Marketing Management
February 13, 1997
TX0004478935
10. Understanding Financial
Statements
December 10, 1997
TX0004674181
11. Linear Algebra with
Applications
April 7, 1997
TX0004511390
12. A First Course in Abstract
Algebra
February 11, 1999
TX0004939856
13. Advertising: Principles and
Practice
March 23, 2001
TX0005368142
14. Operations Management
May 5, 2003
TX0005748096
15. Fashion Retailing: A
Multi-Channel Approach
March 9, 2005
TX0006119688
16. Semiconductor Device
Fundamentals
February 28, 1996
TX0004201811

17. Corporate Computer and
Network Security
April 29, 2003
TX0005738767
18. Introduction to Hydrology
October 31, 2002
TX0005643126
19. Elements of Chemical
Reaction Engineering
June 16, 1999
TX0004938289
20. Quality Control,
Seventh Edition
October 15, 2003
TX0005960545
21. An Introduction to the
Mechanics of Solids
March 7, 1980
TX0000425326
22. Organic Chemistry
June 27, 2006
TX0006400788
23. Essentials of Strategic
Management
July 30, 2002
TX0005588793
24. Algorithm Design
March 29, 2005
TX0006145191
25. Plant Propagation Principles
and Practices
January 15, 2002
TX0005460783
26. A History of Psychology:
Main Currents in Psychological
Thought
August 19, 2003
TX0005808783

27. Consumer Behavior In Fashion
March 24, 2003
TX0005719039
28. Business Ethics: Concepts
and Cases
July 26, 2001
TX0005361630
29. Microeconomics
March 21, 2005
TX0006156330
30. Leadership in Organizations
March 29, 1994
TX0003790540
31. Marketing Research:
An Applied Orientation
December 15, 2006
TX0006494520
32. Consumer Behavior
April 7, 1997
TX0004511384
33. Aerodynamics for Engineers
January 15, 2002
TX0005475774
34. Introduction to Logic
August 22, 2001
TX0005429425
35. Operations Management
July 1, 2002
TX0005563556
36. Quality Management:
Creating and Sustaining
Organizational Effectiveness
June 1, 2004
TX0005967702

37. Retail Management:
A Strategic Approach
December 2, 1997
TX0004674080
38. Marketing Research
January 19, 2000
TX0005031651
39. Introduction to Econometrics
December 20, 2002
TX0005659183
40. Statistics for Psychology
August 24, 1998
TX0004838804
41. Adaptive Control (2nd Edition)
May 2, 1995
TX0004042910
42. Market-Based Management
January 17, 2003
TX0005673666
43. International Management:
Managing Across Borders
March 9, 2005
TX0006124995
44. Abnormal Psychology:
The Problem of Maladaptive Behavior
August 30, 2004
TX0006018766
45. The C Answer Book
January 23, 1989
TX0002494608
46. Management
December 8, 2004
TX0006082707
47. Digital Fundamentals
July 30, 2002
TX0005581507

48. Water Works Engineering:
Planning, Design, and Operation
May 30, 2000
TX0005236267
49. Human Resource Management
September 26, 2001
TX0005446188
50. Knowledge Management
March 24, 2003
TX0005720736
51. Enterprise Resource Planning
December 8, 2004
TX0006084449
52. Marketing Of High-technology
Products And Innovations
August 27, 2004
TX0006018157
53. Logistics Engineering
and Management
October 15, 2003
TX0005822830
54. Manufacturing Organization
and Management
December 22, 1992
TX0003453188
55. Continuous and Discrete
Signals and Systems
January 15, 1998
TX0004700761
56. Essentials of Computer
Architecture
October 13, 2004
TX0006028951
57. Modern C++ Design
April 13, 2001
TX0005286330

58. Entrepreneurship:
Strategies and Resources
April 22, 2002
TX0005584353
59. International Organizational
Behavior: Text, Cases, and
Exercises
October 15, 2004
TX0006055255
60. E-marketing
January 17, 2003
TX0005673663
61. Linear Algebra and It's
Applications
December 20, 2002
TX0005659182
62. High-Speed Digital Design:
A Handbook of Black Magic
May 11, 1993
TX0003556188
63. Introduction to Counseling
and Guidance
July 30, 2002
TX0005584585
64. Management of Organizational
Behavior: Leading Human Resources;
January 5, 2001
TX0005323917
65. Managerial Economics:
Economic Tools for Today's
Decision Makers
September 18, 2002
TX0005617948
66. Options, Futures And
Other Derivatives
September 10, 1996
TX0004380815

67. Philosophy of Religion
January 24, 1990
TX0002741881
68. Computer Networks and Internets
with Internet Applications
October 15, 2003
TX0005822829
69. Financial Management:
Principles and Applications
March 26, 2002
TX0005505825
70. Introduction to Quantum Mechanics
May 4, 2004
TX0005959250
71. Mastering Matlab 7
February 1, 2005
TX0006101499
72. Operations Management
January 28, 2002
TX0005473252
73. Introduction to Mathematical
Statistics
July 22, 2004
TX0006003451
74. Digital Image Processing
Using MATLAB
March 9, 2004
TX0005919455
75. Java: How To Program
March 11, 2003
TX0005690665
76. Quantitative Analysis
For Management
April 7, 2005
TX0006107136

77. Investments
March 14, 2000
TX0005160815
78. Strategy and the Business
Landscape
April 5, 2001
TX0005285666
79. Modern Management
April 22, 2002
TX0005529504
80. Digital Signal Processing
May 23, 2006
TX0006347802
81. Organizations: Structures,
Processes, and Outcomes
January 7, 1987
TX0001976276
82. John E. Freund's Mathematical
Statistics with Applications
November 10, 2003
TX0005834468
83. Principles of Risk Management
and Insurance
August 20, 2004
TX0006059440
84. Probability And Statistical
Inference
September 13, 2000
TX0005258643
85. Modern Control Engineering
June 2, 1997
TX0004542404
86. RF Circuit Design: Theory
& Applications
March 14, 2000
TX0005148992

87. Statistics for Managers
Using Microsoft Excel
April 5, 2004
TX0005941475
88. Law and Economics
October 6, 2003
TX0005832415
89. Patternmaking for
Fashion Design
April 5, 2001
TX0005345783
90. Radar: Principles, Technology,
Applications
November 2, 1992
TXu000542158
91. Foundations of Financial
Markets and Institutions
October 9, 2001
TX0005447065
92. Human-Computer Interaction
June 8, 1998
TX0004801248
93. Machines & Mechanisms
Applied Kinematic Analysis
August 27, 2004
TX0006031292
94. Windows System Programming
November 24, 2004
TX0006073875
95. Object-Oriented Software
Engineering: Using UML,
Patterns, and Java
October 15, 2003
TX0005822836
96. C++ Solutions
October 19, 1998
TX0004880404

97. The Mathematics of
Coding Theory
February 4, 2004
TX0005904263
98. Global Marketing Management;
September 19, 2001
TX0005450507
99. Capital Markets: Institutions
and Instruments
May 15, 1996
TX0004294129
100. Business Logistics Management
February 18, 2000
TX0005132090
101. Introduction to Management
Accounting
January 17, 2006
TX0006305778
102. Manufacturing Processes
for Engineering Materials
September 6, 2002
TX0005608352
103. Game Theory With Economic
Applications
February 10, 1998
TX0004712799
104. Introduction to Hospitality
Management
April 11, 2003
TX0005713660
105. Computer Ethics
December 7, 2000
TX0005201121
106. Geotechnical Engineering:
Principles and Practices
July 31, 1998
TX0004828742

107. Advanced Engineering Mathematics
January 22, 1998
TX0004699356
108. Introduction to Digital
Communications
October 13, 2004
TX0006037806
109. Design of Aircraft
November 26, 2002
TX0005645510
110. Partial Differential Equations:
Methods and Applications
November 26, 2002
TX0005645499
111. Fundamentals of Management:
Essential Concepts and
Applications
February 1, 2005
TX0006126727
112. Psychological Testing
April 7, 1997
TX0004514941
113. Remote Sensing of the
Environment: An Earth Resource
Perspective
February 18, 2000
TX0005136418
114. The Knowledge Management Toolkit
January 18, 2000
TX0005031577
115. Distributed Computing:
Principles and Applications
July 7, 2003
TX0005770757

116. Data Abstraction And Problem Solving With Java
August 15, 2000
TX0005324372
117. Introduction to Geographical Information Systems
May 4, 2000
TX0005212048
118. Modern Systems Analysis and Design
September 19, 2001
TX0005443672
119. Wireless Communications and Networking
October 31, 2002
TX0005663526
120. Social Psychology
August 29, 2002
TX0005604956
121. Fundamentals of Neural Networks
March 29, 1994
TX0003734012
122. Parallel Programming: Techniques and Applications
July 20, 2000
TX0005246705
123. Understanding Biotechnology
April 11, 2003
TX0005729664
124. Product Design
April 5, 2001
TX0005308096
125. Electrical Power Distribution and Transmission
June 6, 1996
TX0004302396

126. Organizational Behavior
February 4, 2003
TX0005668575
127. Operations Management Processes and Value Chains
May 5, 2004
TX0005926751
128. Bioprocess Engineering Basic Concepts
November 7, 2001
TX0005462906
129. Biostatistics How It Works
August 19, 2003
TX0005799190
130. Polymer Science and Technology
August 12, 2003
TX0005806255
131. Circuit Analysis a Systems Approach
October 6, 2005
TX0006244827
132. 8088 and 8086 Microprocessors Programming,
Interfacing, Software, Hardware, and Applications
February 24, 1998
TX0004610331
133. Strategic Marketing for Nonprofit Organizations
October 31, 2002
TX0005643074
134. Strategic Compensation a
Human Resource Management Approach
April 29, 2003
TX0005738267
135. Inorganic Chemistry
September 22, 2003
TX0005816657
136. Wireless Communications and Networks
December 15, 2006
TX0006495035

137. Management Information Systems
March 25, 2003
TX0005725172
138. Engineering Fundamentals of the
Internal Combustion Engine
July 29, 2003
TX0005756799
139. Design of Machine Elements
January 5, 2004
TX0005854453
140. Solid State Electronic Devices
February 24, 1995
TX0003996564
141. Decision Support Systems
In The 21st Century
September 18, 2002
TX0005617857
142. Discrete Mathematics With
Graph Theory
August 29, 2001
TX0005433777
143. Principles of Marketing
April 8, 2003
TX0005733315
144. Software Architecture Perspectives
on an Emerging Discipline
January 10, 1997
TX0004446955

4. Although the copyright claimant for some of these works is an entity or name other than Pearson, each is a prior name or predecessor company of Pearson.

- Prentice-Hall, Inc. is the prior name of the corporate entity now known as Pearson Education, Inc. (See attached as Essig 1, the Certificate of Amendment dated January 2, 2001).
- Addison-Wesley Publishing Company, Inc. is the prior name of the company now known as Addison Wesley Longman, Inc. (See attached as Essig 2, the Certificate of Amendment dated December 30, 1995).
- Addison Wesley Longman, Inc. is a corporate predecessor of Pearson, and has assigned or otherwise contributed all of its copyrights, including the copyrights at issue here, to Pearson. (See attached as Essig 3, Board Resolution Authorizing Dividend of Substantially All Assets of Addison Wesley Longman, Inc. to Pearson Education, Inc., and attached as Essig 4 the Contribution Agreement dated December 31, 2000).

5. Pearson's Foreign Editions of United States books are substantially identical in content to books copyrighted in the United States, but the quality of the printing, the paper and the binding are all materially

different and lesser to their United States Edition counterparts, and are published outside of the United States.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 20 day of June 2008.


Richard Essig

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PRENTICE-HALL, INC.", CHANGING ITS NAME FROM "PRENTICE-HALL, INC." TO "PEARSON EDUCATION, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.




Edward J. Freel, Secretary of State

AUTHENTICATION: 0887510

DATE: 01-02-01

0252618 8100

001656734

AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
PRENTICE-HALL, INC.

Prentice-Hall, Inc, a corporation organized under the laws of the State of Delaware (the "Corporation"), pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, as amended (the "Act"), executes the following Amendment to the Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on February 11, 1929 (the "Certificate"):

(A) The first paragraph of the Certificate is hereby amended to read in its entirety as follows:

FIRST: The name of this corporation (hereinafter called the "Corporation") is Pearson Education, Inc.

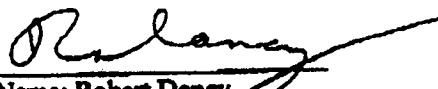
(B) All other provisions of the Certificate shall remain unmodified and in full force and effect.

(C) This amendment to the Corporation's Certificate shall be effective at 12:01 A.M. on January 1, 2001.

(D) The amendment effected herein was authorized by a consent in writing, setting forth the action so taken, unanimously signed by the holders of all outstanding shares of the Corporation's capital stock entitled to vote thereon pursuant to Sections 228 and 242 of the Act.

IN WITNESS WHEREOF, the Corporation, for purposes of amending the Certificate pursuant to the Act, does make, file and record this Amendment to the Certificate of Incorporation of Prentice-Hall, Inc., and does hereby certify that the facts herein stated are true under the penalties of perjury, and has caused this Certificate to be executed by Robert Dancy, its Senior Vice President and Secretary, this 28th day of December, 2000.

PRENTICE-HALL, INC.

By: 
Name: Robert Dancy
Title: Senior Vice President and Secretary

AUG 12 2003 15:14 FR MORGAN LEWIS

212 389 6002 TO 11805#453900063# P.02

FEDERAL IDENTIFICATION NO. 04-1016235

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

12/30/95
NAME CHANGES

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

use approved

We, Ronald N. Woodward Executive Vice President,
and Francis J. O'Brien Assistant Clerk,
of Addison-Wesley Publishing Company, Inc.
(Exact name of corporation)
located at One Jacob Way, Reading, MA 01867
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

1

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on December 15, 19 95, by vote of:

1,000 shares of Common of 1,000 shares outstanding,
(type, class & series, if any)
 shares of of shares outstanding,
(type, class & series, if any)
 shares of of shares outstanding,
(type, class & series, if any)

SECRETARY OF THE COMMONWEALTH
DIVISION
DEC 15 1995

¹being at least a majority of each type, class or series outstanding and entitled to vote thereon; ²and ³the number of shares of each type, class or series owned by each shareholder at the time of each type, class or series of such shares was as follows:

¹Delete the inapplicable words. ²Delete the inapplicable class.

²For amendments adopted pursuant to Chapter 156B, Section 70.

³For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

To change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Article 1 is amended by changing the name of the Corporation to "Addison Wesley Longman, Inc."

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than sixty days after such filing, in which event the amendment will become effective on such later date.

Later effective date: December 30, 1995

SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of December, 19 95


JOSEPH W. WOODWARD , Executive ~~President~~ / ~~President~~ Vice President.


Francis J. O'Brien , ~~Secretary~~ / ~~Secretary~~ Assistant Clerk.
*Delete the inapplicable words.

AUG 12 2003 15:15 FR MORGAN LEWIS

212 309 6002 TO 11805#453900063# P.05

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)



I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 19 _____ .

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

David Shea

Nutter, McClennen & Fish
One International Place

Boston, MA 02110-2699

Addison Wesley Longman, Inc.

Written Consent of the Board of Directors and the Sole Shareholder

December 27, 2000

The undersigned, being the members of the Board of Directors (the "Board") and the sole shareholder (the "Shareholder"), respectively, of Addison Wesley Longman, Inc., a Massachusetts corporation (the "Company"), acting pursuant to Sections Chapter 156B, Section 59 and Chapter 156B, Section 43 of the General Laws of Massachusetts, hereby adopt, by written consent, the following resolutions with the same force and effect as if they have been unanimously adopted at duly convened meetings of the Board and of the Shareholder, respectively, and direct that this written consent be delivered to the Secretary of the Company for filing in the Company's records:

WHEREAS, Pearson Education, Inc., a Delaware corporation (the "Parent"), owns all of the issued and outstanding capital stock of the Company;

WHEREAS, after taking into account the effect of the dividend to be authorized by this consent, the Company's total assets will exceed the sum of the Company's total liabilities and the Company will be able to pay any indebtedness as the indebtedness comes due in the ordinary course.

NOW, THEREFORE, IT IS:

RESOLVED, that it is advisable and in the best interest of the Company to declare, and it hereby does declare, a dividend to the Parent of its right, title and interest in and to all of its assets other than the Excluded Assets (as defined below) (all of such non-Excluded Assets, the "Assets") including, but not limited to, accounts receivable, inventory, property and equipment, publishing rights, products in development, contracts and agreements and that such dividend be authorized and approved in all respects; and further

RESOLVED, to the extent that any of the Company's contracts, leases or other assets are not assignable without consent, waiver or approval of another party, this dividend shall not constitute an assignment of such assets or of any inventory related to the author contracts not assignable without consent, waiver or approval of another party or an attempted assignment thereof ("Consent Assets"); and further

RESOLVED, to the extent that any of the Company's assets is subject to a restriction that prevents the Company from engaging in any business or activity, this dividend shall not constitute a transfer of such assets or an attempted transfer thereof if as a consequence of such transfer or attempted transfer Parent would be restricted from engaging in any activity or business that, immediately prior to such transfer, Parent was not restricted from engaging in ("Non-Compete Assets"); and further

RESOLVED, that this dividend shall not constitute a transfer or an attempted transfer of any contract, lease or other asset of the Company ("Non-Transfer Assets") to the extent that a transfer of such contract, lease or other asset would: (i) create a default by the Company or Parent (even if such contract, lease or other asset does not require consent of another party) under such contract, lease or other asset; (ii) result in or give any rights of cancellation or termination or any enhancement of any such rights or any reduction of other obligations for any party connected with such contract, lease or other asset; or (iii) require, or give any other party the right to request, that the Company, any affiliate of the Company, any guarantor of the Company or any guarantor of any affiliate of the Company, furnish any additional or different security, undertake any additional or different obligations or comply with any additional or different conditions; and further

RESOLVED, to the extent that any of the Company's assets is (i) a trademark, (ii) real property or fixtures (whether owned or leased) or (iii) any shares of capital stock of another corporation or any other ownership interest in another business entity, this dividend shall not constitute a transfer or an attempted transfer of such assets (together with Consent Assets, Non-Compete Assets and Non-Transfer Assets, the "Excluded Assets"); and further

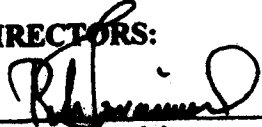
RESOLVED, that this dividend shall be made at 3:00 P.M. Eastern Standard Time on December 31, 2000 to the stockholders of record on the date hereof; and further

RESOLVED, that the officers of the Company are, and each of them hereby is, authorized, empowered and directed, acting alone, in the name and on behalf of the Company, to execute and deliver any documents, and to do and perform all such acts and things as in their judgment, or in the judgment of any one of them, shall be deemed necessary or advisable in order to carry out, comply with, and effectuate the intent and purposes of the foregoing resolutions and any or all of the transactions contemplated therein or thereby, the authority thereof to be conclusively evidenced by the execution and delivery of such documents or the taking of such action.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

DIRECTORS:



Peter Jovanovich



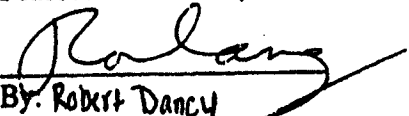
John La Vacca



Robert Dancy

SOLE SHAREHOLDER:

Pearson Education, Inc.



By: Robert Dancy
Its: Senior Vice President + Secretary

[Signature page to Addison Wesley Longman Inc. consent]

15

CONTRIBUTION AGREEMENT

This CONTRIBUTION AGREEMENT (this "Agreement") is dated as of December 31, 2000 by and between Pearson Education, Inc., a Delaware corporation ("Parent") and Prentice-Hall, Inc., a Delaware corporation ("Subsidiary").

WITNESSETH:

WHEREAS, Parent owns 100% of the issued and outstanding capital stock of Subsidiary;

WHEREAS, Parent wishes to contribute to Subsidiary, and Subsidiary wishes to accept the contribution from Parent of all of the right, title and interest in and to all of the Assets (as defined below);

WHEREAS, it is intended that the contribution pursuant to this Agreement shall be considered a contribution to capital and, for U.S. federal income tax purposes, shall qualify as a tax-free reorganization under Section 351 of the U.S. Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Contributed Assets. Parent hereby assigns, transfers and delivers as a capital contribution to Subsidiary, and Subsidiary hereby accepts from Parent and takes assignment and delivery of all of Parent's right, title and interest in and to all of the assets received by Parent as a dividend from the companies listed on Schedule I hereto (the "Contributed Assets") including, but not limited to, accounts receivable, inventory, property and equipment, publishing rights, products in development, contracts and agreements.

2. Liabilities. Subsidiary hereby assumes all of Parent's liabilities and obligations relating to the Contributed Assets including, but not limited to, commitments to third parties, royalty obligations and subscription liabilities, and Subsidiary hereby further agrees to perform all of Parent's obligations and discharge all of Parent's liabilities relating to the Contributed Assets.

3. Further Assurances.

Each of the parties hereto shall promptly do, make, execute or deliver, or cause to be done, made, executed or delivered, all such further acts, documents and things as the other party hereto may reasonably require from time to time for the purpose of giving effect to this Agreement and shall use its best efforts and take all such steps as

may be reasonably within its power to implement to their full extent the provisions of this Agreement.

4. **Effective Time.** This Agreement and each provision contained herein shall be effective as of 5:00 P.M. Eastern Standard Time on the date hereof.

5. **Third Party Beneficiaries.** This Agreement is for the sole benefit of the parties hereto and their successors and assigns, and nothing herein, express or implied, is intended to or shall confer upon any other person or entity any legal or equitable right, benefit or remedy of any nature whatsoever under or by reason of this Agreement.

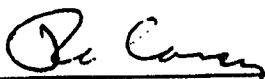
6. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

7. **Governing Law.** This Agreement shall 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 (whether of the State of New York or any other jurisdiction) that would cause the application of the laws of any other jurisdiction other than the State of New York.

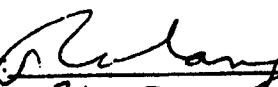
[Signature page follows.]

IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by a duly authorized officer of each party hereto as of the date first above written.

PEARSON EDUCATION, INC.

By: 
Name: Robert Danly
Title: Senior Vice President and Secretary

PRENTICE-HALL, INC.

By: 
Name: Robert Danly
Title: Senior Vice President + Secretary

[Signature page to Contribution Agreement]

Schedule I

List of Subsidiaries

1. Regents Publishing Co., Inc.
2. Macmillan USA, Inc.
3. Globe Fearon Inc.
4. Silver Burdett Ginn Inc.
5. Skylight Training and Publishing Inc.
6. Addison-Wesley Educational Publishers Inc.
7. Ahsoug Inc.
8. Addison Wesley Longman, Inc.