

Form PTO-1594 (Rev. 03/01) 3-1-02 R
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Embark.com, Inc.

3-1-02

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 3, 2001

2. Name and address of receiving party(ies)

Name: Princeton Review Publishing, L.L.C.

Internal Address: _____
Address: _____

Street Address: 2315 Broadway

City: New York State: NY Zip: 10024

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/754411,
75/729952, 75/783682, 75/729766, 75/783681

B. Trademark Registration No.(s) 2089880, 2363699

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael H. Sproule, Esq.

Internal Address: Akabas & Cohen

Street Address: 488 Madison Avenue, 11th Floor

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Michael H. Sproule

Name of Person Signing

Signature

2/28/02

Date

Total number of pages including cover sheet, attachments, and document: 6

03/01/2002 DBYRNE 00000176 75754411

01 FC:481
02 FC:482

40.00
150.00

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARKS ASSIGNMENT

WHEREAS, EMBARK.COM, INC., a Delaware corporation ("Assignor"), whose principal place of business is located at 111 Townsend Street, San Francisco, California 94107, has used and is using and is the owner of the trademarks, service marks, domain names (URLs), trade names, brand names, logos, trade dress designs and design patents shown on the attached Exhibit A (hereinafter the "Marks"), and of the recited registrations or applications for registrations therefor;

WHEREAS, Princeton Review Publishing, L.L.C., a Delaware limited liability company ("Assignee"), whose principal place of business is located at 2315 Broadway, New York, New York 10024, is desirous of acquiring said Marks and the recited registrations and applications for registrations therefor, together with the goodwill of the business symbolized by said Marks;

WHEREAS, Assignor and Assignee and THE PRINCETON REVIEW, INC., a Delaware corporation (the "TPR"), are parties to that certain Asset Purchase Agreement, dated the date of this Agreement (the "Asset Purchase Agreement"), and execution and delivery of this Trademark Assignment is a condition to Assignor, Assignee and TPR entering into the Asset Purchase Agreement

NOW THEREFORE, for \$1.00 and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and the recited registrations and the applications for registrations therefor, all rights in and to any and all causes of action heretofore and hereafter accrued or accruing for infringement or threatened or alleged infringement of said Marks, and all licenses related to the Marks.

* * *

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This Trademarks Assignment shall be governed by and construed in accordance with the laws of the State of New York, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws.

ASSIGNOR:

EMBARK.COM, INC.

By 

Name: Phillip Dunkelberger

Title: President and Chief Executive Officer

STATE OF California)

: ss.:

COUNTY OF Santa Clara)

On this 3rd day of October, 2001 before me personally came Phillip Dunkelberger, the person to me known, who, being by me duly sworn, did depose and say that he/she resides in Saratoga, California; that he/she is the President and Chief Executive Officer of Embark.com, Inc., the corporation described in and which executed the above instrument; and that he/she signed his/her name thereto by order of the Board of Directors of said corporation.

Isabelle A. Hernandez
Notary Public

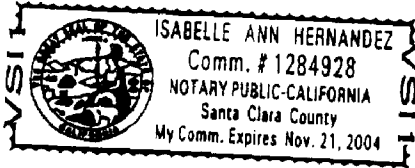


EXHIBIT A
to
TRADEMARKS ASSIGNMENT

ASSIGNED TRADEMARKS, SERVICE MARKS, DOMAIN NAMES, TRADE NAMES,
BRAND NAMES, LOGOS, TRADE DRESS DESIGNS AND DESIGN PATENTS

See Attached

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TRADEMARK
REEL: 002451 FRAME: 0608

ASSIGNED TRADEMARKS, SERVICE MARKS, DOMAIN NAMES, TRADE NAMES, BRAND NAMES, LOGOS, TRADE DRESS DESIGNS AND DESIGN PATENTS

TRADEMARKS:

CNTRY	TRADEMARK	CLASS	APPL. NO FILING DATE	REG NO. ISSUE DATE	STATUS AND REMARKS	TTC COUNTRY ATTY(S) HANDLING	REF.
US	BECOME WHO YOU ARE	036; 041; 042;	75/754411 07/19/99.		Pending	019031-001700US MLS (MAS)	
US	COLLEGEEDGE	009;	75/027391 12/04/95	2089880 08/19/97	Registered Affidavit of Use Due: 08/19/02 End Sec.8 due 08/19/03	019031-000200US (MAS)	
US	COLLEGEEDGE	042;	75/497016 06/05/98	2363699 07/04/00	Registered Affidavit of Use Due: 07/04/05 End Sec.8 due 07/04/06	019031-000300US (MAS)	
US	COLLEGEEDGE & DESIGN	042;	75/589987 11/17/98		Abandoned	019031-001100US MLS (MAS)	
US	EMBARK	036; 041; 042;	75/729952 06/16/99.		Pending Statement of Use Filed: 07/09/01	019031-001200US MLS (MAS)	
US	EMBARK.COM & DESIGN	036; 041; 042;	75/783682 08/24/99.		Pending	019031-001900US MLS (MAS)	
US	EMBARK.COM	036; 041; 042;	75/729766 06/16/99.		Pending Statement of Use Due: 11/22/01	019031-001300US MLS (MAS)	
US	I*EMBARK	036; 041; 042;	75/783681 08/24/99.		Pending	019031-002000US MLS (MAS)	