

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/27/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Princeton Review Management,		12/27/2004	L.L.C.: DELAWARE
Princeton Review Publishing,		12/27/2004	L.L.C.: DELAWARE
RECEIVING PARTY DATA			
Name:	The Princeton Review, Inc.		
Street Address:	2315 Broadway		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10024		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 32			
Property Type	Number	Word Mark	
Registration Number:	2133810	ALGEBRA SMART	
Registration Number:	2139696	AMERICAN HISTORY SMART	
Registration Number:	2267257	ARCHEOLOGY SMART	
Registration Number:	2139695	ASTRONOMY SMART	
Registration Number:	2151364	BIOLOGY SMART	
Registration Number:	2362699	COLUMBIA ENERGY GROUP	
Registration Number:	2089880	COLLEGEEDGE	
Registration Number:	2853140	COUNSELOR-O-MATIC	
Registration Number:	2547894	EMBARK	
Registration Number:	2633819	EMBARK*COM	
Registration Number:	2192245	FIND-O-RAMA	
Registration Number:	2139692	GEOGRAPHY SMART	

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Registration Number:	2140157	GRAMMAR SMART
Registration Number:	2451728	HOMEROOM
Registration Number:	2478532	HOMEROOM.COM
Registration Number:	2519256	HYPERLEARNING
Registration Number:	2511559	I*EMBARK
Serial Number:	75138718	JOB SMART
Registration Number:	2140158	MATH SMART
Serial Number:	75138783	MONEY SMART
Registration Number:	2267259	MYTHOLOGY SMART
Registration Number:	2139697	NEGOTIATE SMART
Registration Number:	2141937	READING SMART
Registration Number:	2267258	RESEARCH PAPER SMART
Serial Number:	76541006	REVIEWSCAN
Registration Number:	2201824	SMART JUNIOR
Registration Number:	2139693	SPEAK SMART
Registration Number:	2265957	WRITING SMART
Registration Number:	2445019	BETTER SCORES, BETTER SCHOOLS
Registration Number:	2188663	
Serial Number:	76533569	
Registration Number:	1871666	WE SCORE MORE

CORRESPONDENCE DATA

Fax Number: (212)308-8582
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-308-8505
 Email: msproule@akabascohen.com
 Correspondent Name: Akabas & Cohen
 Address Line 1: 488 Madison Avenue, 11th Floor
 Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Beth Understahl
Signature:	/BU/
Date:	06/08/2005

Total Attachments: 4

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TRADEMARK ASSIGNMENT

For good and valuable consideration described in that certain Agreement and Plan of Merger (the "Agreement"), dated as of December 27, 2004, is by and among Princeton Review Carolinas, LLC, a Delaware limited liability company ("Carolinas"), Princeton Review Management, L.L.C., a Delaware limited liability company ("Management"), Princeton Review Products, L.L.C., a Delaware limited liability company ("Products"), Princeton Review Publishing, L.L.C., a Delaware limited liability company ("Publishing"), and collectively with each of Carolinas, Management, and Products, the "Sellers", and The Princeton Review, Inc., a Delaware corporation (the "Company"), the receipt and sufficiency of which is hereby acknowledged, Sellers hereby assign irrevocably to Company all right, title and interest in and to the trademarks specified on Exhibit A hereto (and all other trademarks of the Sellers (collectively, the "Marks"), including the registrations and applications to register the Marks and the renewal rights therein, together with the goodwill of the business symbolized by the Marks, all income, royalties and damages now and hereafter due and/or payable to Sellers with respect to the Marks, 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, in the sole name of the Company, its successors and assigns.

Sellers agree to execute, file or register any document in addition to this Trademark Assignment that Company deems necessary or appropriate to effect the rights assigned above.

This Trademark 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.

* * *

IN WITNESS WHEREOF, the parties hereto have executed this Trademark Assignment as of the 31st day of December, 2004.

THE COMPANY:

THE PRINCETON REVIEW, INC.

By: 

Name: mark chernis

Title: President and COO

SELLERS:

PRINCETON REVIEW CAROLINAS, LLC

By: 

Name: mark chernis

Title: President and COO

PRINCETON REVIEW MANAGEMENT, L.L.C.

By: 

Name: mark chernis

Title: President and COO

PRINCETON REVIEW PRODUCTS, L.L.C.

By: 

Name: mark chernis

Title: President and COO

PRINCETON REVIEW PUBLISHING, L.L.C.

By: 

Name: mark chernis

Title: President and COO

EXHIBIT A
to
TRADEMARK ASSIGNMENT

Princeton Review Publishing, L.L.C.

<i>COUNTRY</i>	<i>TRADEMARK</i>	<i>IC CLASS</i>	<i>APPLICATION NUMBER/DATE</i>	<i>REGISTRATION NUMBER/DATE</i>
TRADEMARKS				
United States	ALGEBRA SMART			2,133,810 02/03/98
United States	AMERICAN HISTORY SMART			2,139,696 02/24/98
United States	ARCHEOLOGY SMART			2,267,257 08/03/99
United States	ASTRONOMY SMART			2,139,695 02/24/98
United States	BIOLOGY SMART			2,151,364 04/14/98
United States	COLLEGEEDGE			2,363,699 07/04/00
United States	COLLEGEEDGE			2,089,880 08/19/97
United States	COUNSELOR-O-MATIC			2,853,140 6/15/04
United States	EMBARK			2,547,894 03/12/02
United States	EMBARK.COM (design)			2,633,819 10/15/02
United States	FIND-O-RAMA			2,192,245 09/29/98
United States	GEOGRAPHY SMART			2,139,692 02/24/98
United States	GRAMMAR SMART			2,140,157 03/03/98
United States	HOMEROOM			2,451,728 05/15/01
United States	HOMEROOM.COM			2,478,532 08/14/01
United States	HYPERLEARNING			2,519,256 12/18/01
United States	I*EMBARK			2,511,559 11/27/01
United States	JOB SMART		75/138718	
United States	MATH SMART			2,140,158 03/03/98

Exhibit A to Trademark Assignment—Cont'd

<i>COUNTRY</i>	<i>TRADEMARK</i>	<i>IC CLASS</i>	<i>APPLICATION NUMBER/DATE</i>	<i>REGISTRATION NUMBER/DATE</i>
TRADEMARKS				
United States	MONEY SMART		75/138783	
United States	MYTHOLOGY SMART			2,267,259 08/03/99
United States	NEGOTIATE SMART			2,139,697 02/24/98
United States	READING SMART			2,141,937 03/10/98
United States	RESEARCH PAPER			2,267,258 08/03/99
United States	REVIEWSCAN		76/541006	
United States	SMART JUNIORS			2,201,824 11/03/98
United States	SPEAK SMART			2,139,693 02/24/98
United States	WRITING SMART			2,265,957 08/03/99

Princeton Review Management, L.L.C.

<i>COUNTRY</i>	<i>TRADEMARK – MARK</i>	<i>IC CLASS</i>	<i>APPLICATION NUMBER/DATE</i>	<i>REGISTRATION NUMBER/DATE</i>
TRADEMARKS				
United States	BETTER SCORES, BETTER SCHOOLS			2,445,019 04/17/01
United States	THE PRINCETON REVIEW (word mark)	41	N/A	2,188,663 9/15/98
United States	THE PRINCETON REVIEW red arrow design		76/533569	
United States	WE SCORE MORE	41	N/A	1,871,666 1/3/95

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RECORDED: 06/08/2005

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