

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Princeton Review, Inc.		03/12/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Core Education and Consulting Solutions, Inc.		
Street Address:	2315 Broadway		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10024		
Entity Type:	CORPORATION: TENNESSEE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	78769380	EVERY CHILD CAN ACHIEVE	
Registration Number:	2451728	HOMEROOM	
Registration Number:	3525036	PROSPECTS IN ELA	
Serial Number:	77195686	PROSPECTS IN MATH	
Registration Number:	3231162	SIDE STREETS	
Registration Number:	3220701	SIDE STREETS	
CORRESPONDENCE DATA			
Fax Number:	(212)575-0671		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(212) 790-9200		
Email:	trademark@ccl.com		
Correspondent Name:	Deborah K. Squiers		
Address Line 1:	1133 Avenue of the Americas		
Address Line 2:	COWAN, LIEBOWITZ & LATMAN, P.C.		
Address Line 4:	New York, NEW YORK 10036		

OP \$165.00 78769380

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TRADEMARK
REEL: 003970 FRAME: 0435

ATTORNEY DOCKET NUMBER:	28541/000/DKS/CMO
NAME OF SUBMITTER:	Deborah K. Squiers
Signature:	/Deborah K. Squiers/
Date:	04/14/2009
Total Attachments: 2 source=ASSIGNMENT Princeton to Core#page1.tif source=ASSIGNMENT Princeton to Core#page2.tif	

EXECUTION COPY

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Trademark Assignment"), is dated as of MARCH 12, 2009, by and between Core Education and Consulting Solutions, Inc., a Tennessee corporation ("Buyer") and The Princeton Review, Inc., a Delaware corporation ("Seller").

WHEREAS, Buyer and Seller have entered into that certain Asset Purchase Agreement dated as of December 27, 2008 (the "Asset Purchase Agreement"), which is incorporated herein by this reference, providing for, among other things, the purchase by Buyer of certain assets of Seller's K-12 division described in Schedule 2.1 of the Asset Purchase Agreement with respect to the K-12 division of Seller, including the trademarks identified on Schedule A attached hereto (the "Trademarks")

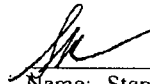
WHEREAS, Seller is the sole owner of all right, title and interest to the Trademarks;

WHEREAS, pursuant to the Asset Purchase Agreement, Buyer has acquired all of Seller's right, title, and interest in and to the Trademarks, all of the goodwill associated with the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto the Assignee its entire right, title and interest in and to the Trademarks, together with that part of the goodwill of the business connected with and symbolized by the Trademarks.

The Princeton Review, Inc.

By:



Name: Stephen C. Richards

Title: Chief Operating Officer and
Chief Financial Officer

SCHEDULE A

TRADEMARKS	U.S. APP./REG. NOS.
Every Child Can Achieve	78/769380
Homeroom	2,451,728
Prospects in ELA	3,525,036
Prospects in Math	77/195,686
SideStreets	3,231,162
SideStreets Logo	3,220,701