

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:	3 Ravinia Drive
Internal Address:	Suite 1900
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30346
Entity Type:	CORPORATION: TENNESSEE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78769380	EVERY CHILD CAN ACHIEVE
Serial Number:	77195686	PROSPECTS IN MATH
Registration Number:	2451728	HOMEROOM
Registration Number:	3525036	PROSPECTS IN ELA
Registration Number:	3231162	SIDESTREETS
Registration Number:	3220701	SIDE STREETS

CORRESPONDENCE DATA

Fax Number: (404)527-4817
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-527-4957
 Email: ljackson@mckennalong.com
 Correspondent Name: Leah D Jackson
 Address Line 1: 303 Peachtree
 Address Line 2: Suite 5300

CH \$165.00 78769380

Address Line 4: Atlanta, GEORGIA 30308

ATTORNEY DOCKET NUMBER: 29942.0006

NAME OF SUBMITTER: Leah D Jackson

Signature: /ldj/

Date: 05/06/2009

Total Attachments: 2
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source=princetonreview#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
Homerom	2,451,728
Prospects in ELA	3,525,036
Prospects in Math	77/195,686
SideStreets	3,231,162
SideStreets Logo	3,220,701