

ASSIGNMENT--USA

WHEREAS, Canter & Associates, Inc (hereinafter "Assignor"), a California corporation having its offices and principal place of business at 12975 Coral Tree Place Los Angeles CALIFORNIA 900667020, is the owner of the United States trademark registrations set forth in Schedule A hereto, and of the trademarks shown in said registrations, and of the goodwill of the business symbolized by said marks;

AND WHEREAS, Solution Tree, LLC (hereinafter "Assignee"), an Indiana limited liability company having an address at 304 West Kirkwood, Bloomington, Indiana 47404, is desirous of acquiring the entire right, title and interest in and to the said trademark registrations, the trademarks shown in said registrations, the goodwill of the business symbolized by said marks, and the right to sue for past infringements;

NOW, THEREFORE, for One Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer unto the said Assignee its entire right, title and interest in and to the said trademark registrations, and the trademarks shown in the said registrations, together with the goodwill of the business symbolized by said marks, the right of Assignor to conduct business under said trademarks, and the right to sue for past infringements of said marks.

Dated this 11th day of November, 2009.

Canter & Associates, Inc.

By: Deborah Zunic

Name: Deborah Zunic

Title: Asst. Secretary

TRADEMARK

REEL: 004098 FRAME: 0645

SCHEDULE A

UNITED STATES TRADEMARK REGISTRATIONS

LEE CANTER'S ASSERTIVE
DISCIPLINE

3039323

January 10, 2006

TRADEMARK

REEL: 004098 FRAME: 0646

LEE CANTER'S ASSERTIVE
DISCIPLINE TEACHER'S
PLAN BOOK PLUS

3052341

January 31, 2006

LEE CANTER'S PARENTS ON
YOUR SIDE

2991439

September 6, 2005

ASSERTIVE DISCIPLINE

1123876

August 7, 1979

MOTIVATING TODAY'S LEARNERS

2706652 (ASSIGNING CLASS 16 ONLY)

April 15, 2003

RECORDED: 11/19/2009