

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Pearson Broadband Schools Group, Inc.		12/22/2008
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Macro Educational Systems, Inc.		
Street Address:	5601 Green Valley Drive		
City:	Bloomington		
State/Country:	MINNESOTA		
Postal Code:	55437		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Registration Number:	2776130	KNOWLEDGEBOX
	Registration Number:	2525933	KNOWLEDGEBOX
CORRESPONDENCE DATA			
Fax Number:	(952)681-3066		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(952) 681-3070		
Email:	dan.devoe@pearson.com		
Correspondent Name:	Daniel J. DeVoe, Asst General Counsel		
Address Line 1:	NCS Pearson, Inc.		
Address Line 2:	5601 Green Valley Drive		
Address Line 4:	Bloomington, MINNESOTA 55437		
ATTORNEY DOCKET NUMBER:	PBSG, INC._MACRO_MERGER		
NAME OF SUBMITTER:	Daniel J. DeVoe		

OP \$65.00 2776130

900154931

TRADEMARK
REEL: 004150 FRAME: 0595

Signature:	/Daniel J. DeVoe/
Date:	02/17/2010
Total Attachments: 6 source=PBSG, Inc. Certificate of Merger_Macro_2008-12-31#page1.tif source=PBSG, Inc. Certificate of Merger_Macro_2008-12-31#page2.tif source=PBSG, Inc. Certificate of Merger_Macro_2008-12-31#page3.tif source=PBSG, Inc. Certificate of Merger_Macro_2008-12-31#page4.tif source=PBSG, Inc. Certificate of Merger_Macro_2008-12-31#page5.tif source=PBSG, Inc. Certificate of Merger_Macro_2008-12-31#page6.tif	

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RENEWAL OF "PEARSON BROADBAND SCHOOLS GROUP, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2008, AT 5:40 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3102630 8100

081201756

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7031051

DATE: 12-17-08

TRADEMARK

REEL: 004150 FRAME: 0597

STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is Pearson Broadband
Schools Group, Inc.
2. Its registered office in the State of Delaware is located at 2711 Centerville Road,
Suite 400 (street), City of Wilmington
Zip Code 19808 County of New Castle the name of
its registered agent is Corporation Service Company
3. The date of filing of the original Certificate of Incorporation in Delaware
was Sept. 29, 1999
4. The date when restoration, renewal, and revival of the charter of this
company is to commence is the 2/28 day of 2006
same being prior to the date of the expiration of the charter. This renewal
and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized
by its charter until the 1st day of March A.D. 2006,
at which time its charter became inoperative and void for non-payment of
taxes and this certificate for renewal and revival is filed by authority of the
duly elected directors of the corporation in accordance with the laws of the
State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section
312 of the General Corporation Law of the State of Delaware, as amended, providing for
the renewal, extension and restoration of charters the last and acting authorized officer
hereunto set his/her hand to this certificate this 16th day of
December A.D. 2008.

By: [Signature]
Authorized Officer
Name: THOMAS W HARTMAN
Print or Type
Title: VICE PRESIDENT

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PEARSON BROADBAND SCHOOLS GROUP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MACRO EDUCATIONAL SYSTEMS, INC." UNDER THE NAME OF "MACRO EDUCATIONAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2008, AT 12:18 O'CLOCK P.M.

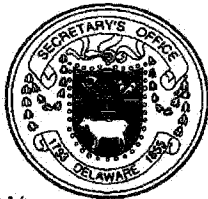
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4641227 8100M

081228627

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7061189

DATE: 01-05-09

CERTIFICATE OF MERGER

merging

PEARSON BROADBAND SCHOOLS GROUP, INC.

(a Delaware corporation)

with and into

MACRO EDUCATIONAL SYSTEMS, INC.

(a California corporation)

(Pursuant to Section 252 of the
General Corporation Law of Delaware)

December 22, 2008

Pearson Broadband Schools Group, Inc., a Delaware corporation ("Broadband"), desires to merge with and into Macro Educational Systems, Inc., a California corporation ("Macro"), pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware (the "Merger"). Macro hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations which plan to merge hereby (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Pearson Broadband Schools Group, Inc.	Delaware
Macro Educational Systems, Inc.	California

SECOND: A Plan and Agreement of Merger, dated as of the date hereof, between Broadband and Macro (the "Plan"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware (the "DGCL") and in accordance with the requirements of Section 1110 of the California General Corporation Law (the "CGCL").

THIRD: The surviving corporation shall be Macro (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of Macro in effect immediately prior to the filing of this Certificate of Merger shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Plan is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is [*].

SIXTH: A copy of the Plan will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: The Surviving Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Broadband, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of Broadband as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL; and does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: NCS Pearson, Inc., 5601 Green Valley Drive, Bloomington, MN 55437, Attention: General Counsel.

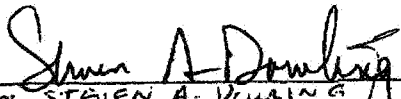
EIGHTH: The Merger herein certified shall be effective as of 9:00 AM Eastern Time on December 31, 2008.

[Signature page follows.]

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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the date first written above.

MACRO EDUCATIONAL SYSTEMS, INC.

By: 
Name: STEVEN A. DOWNING
Title: DIRECTOR AND PRESIDENT

Signature Page to Certificate of Merger