

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Canter Group of Companies		01/25/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	The Canter Group of Companies, LLC
Street Address:	12975 Coral Tree Place
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90066-7020
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	76586832	ALLOCATING RESOURCES STRATEGICALLY AND STRUCTURING THE ORGANIZATION FOR LEARNING
Serial Number:	75111989	CANTER
Serial Number:	76586821	COLLABORATING WITH FAMILIES AND COMMUNITIES FOR STUDENT SUCCESS
Serial Number:	73549304	HOMEWORK WITHOUT TEARS
Serial Number:	76586820	IMPLEMENTING CONTINUOUS SCHOOL IMPROVEMENT
Serial Number:	75981252	INCLUDING STUDENTS WITH SPECIAL NEEDS IN THE REGULAR CLASSROOM
Serial Number:	75138551	INCLUDING STUDENTS WITH SPECIAL NEEDS IN THE REGULAR CLASSROOM
Serial Number:	75324836	LEARNING DIFFERENCES: EFFECTIVE TEACHING WITH LEARNING STYLES AND MULTIPLE INTELLIGENCES
Serial Number:	76599498	LEE CANTER'S HOMEWORK WITHOUT TEARS
Serial Number:	76384869	SUPPORTING THE STRUGGLING READER
Serial Number:	74424700	THE HIGH-PERFORMING TEACHER

CH \$315.00 76586832

Serial Number:

76586822

USING DATA TO STRENGTHEN SCHOOLS

CORRESPONDENCE DATA

Fax Number: (202)344-8300

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2023444000

Email: rliebowitz@venable.com,trademarkdocket@venable.com

Correspondent Name: Rebecca Liebowitz

Address Line 1: Venable LLP, P.O. Box 34385

Address Line 4: Washington, DISTRICT OF COLUMBIA 20043

ATTORNEY DOCKET NUMBER:

29239-150803

NAME OF SUBMITTER:

Rebecca Liebowitz

Signature:

/rebecca liebowitz/

Date:

06/23/2011

Total Attachments: 1

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State of California Secretary of State

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

File # 200702510238

ENDORSED - FILED In the office of the Secretary of State of the State of California

JAN 25 2007

This Space For Filing Use Only

IMPORTANT - Read all instructions before completing this form.

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")

The Canter Group of Companies, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

[] ONE MANAGER

[X] MORE THAN ONE MANAGER

[] ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

1001 Fleet Street

CITY AND STATE

Baltimore, Maryland

ZIP CODE

21202

5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and item 5 must be completed (leave item 6 blank).)

Capitol Corporate Services, Inc.

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

CITY

STATE ZIP CODE CA

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY

The Canter Group of Companies

8. FORM OF ENTITY

Corporation

9. JURISDICTION

California

10. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C0851731

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALLED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

Common Stock: 50,500 shares outstanding

more than 50%

(100% approval)

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

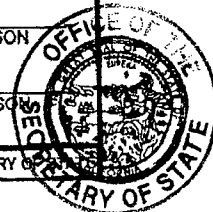
13. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Signature of Robert W. Zentz, dated 1/25/07

Robert W. Zentz, Vice President

Signature of Deborah L. Zimic, dated 1/25/07

Deborah L. Zimic, Assistant Secretary



APPROVED BY SECRETARY

LLC-1A (REV 06/2005)