

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
International Learning Corporation		10/19/2011	CORPORATION:
RECEIVING PARTY DATA			
Name:	Northwest Evaluation Association		
Street Address:	121 NW Everett Street		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97209		
Entity Type:	CORPORATION: OREGON		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3271031	RAPID RESOURCES	
Serial Number:	77829118	LEARNING PLANS ON DEMAND	
Serial Number:	85362040	ADAPTIVE INTERVENTION	
CORRESPONDENCE DATA			
Fax Number:	(503)639-7873		
Phone:	503 624-1951		
Email:	diane.murphy@nwea.org		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Northwest Evaluation Association		
Address Line 1:	121 NW Everett Street		
Address Line 4:	Portland, OREGON 97209		
NAME OF SUBMITTER:	Betasha Louie		
Signature:	/Betasha Louie/		

OP \$90.00 3271031

900205297

TRADEMARK
 REEL: 004646 FRAME: 0780

Date:

10/21/2011

Total Attachments: 3

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TRADEMARK ASSIGNMENT

This Assignment ("Assignment") is made effective as of September 8, 2011 from International Learning Corporation, a Florida corporation ("ASSIGNOR"), to Northwest Evaluation Association, an Oregon not-for-profit Corporation ("ASSIGNEE"):

WHEREAS, ASSIGNOR is the owner of the trademarks (the Marks") and other intellectual property ("the Property") as described in Exhibit A, attached hereto and incorporated by reference herein, together with the goodwill of the business symbolized thereby in connection with the goods on which the Marks are used ("the Products").

WHEREAS, ASSIGNOR desires to convey, transfer, assign, deliver, and contribute to ASSIGNEE all of its right, title, and interest in and to the Marks and the Property.

NOW, THEREFORE, in consideration of the payment of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby conveys, transfers, assigns, delivers, and contributes to ASSIGNEE all of ASSIGNOR'S right, title, and interest of whatever kind in and to the Marks and the Property, together with (1) the goodwill of the business relating to the Products in respect upon which the Marks are used and for which they are registered; (2) all income, royalties, and damages hereafter due or payable to ASSIGNOR with respect to the Marks, including without limitation, damages, and payments for past or future infringements and misappropriations of the Marks; and (3) all rights to sue for past, present and future infringements or misappropriations of the Marks.

ASSIGNOR further covenants that it will execute all documents, papers, forms and authorizations and take all other actions that may be necessary for securing, completing, or vesting in ASSIGNEE full right, title, and interest in the Marks and the Property.

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IN WITNESS WHEREOF, ASSIGNOR has duly executed under notary stamp and delivered this Assignment, effective as of the date first above written.

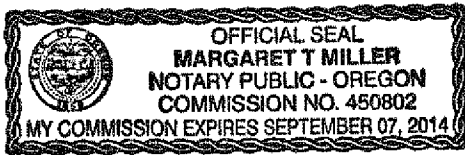
INTERNATIONAL LEARNING CORPORATION

By: *Matthew Chapman*
Matthew Chapman, President
Date: 10/19/2011

ACKNOWLEDGEMENT

State of Oregon)
County of Multnomah)

On this 19th day of October, 2011, before me, the undersigned notary public, personally appeared Matthew Chapman, who stated that he is the President of International Learning Corporation, a corporation, and that the instrument was signed in behalf of the said corporation and acknowledged said instrument to be its voluntary act and deed. Before me:



Margaret T. Miller
Notary Public for Oregon
My Commission Expires: 9/7/2014

[Stamp or Seal]

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EXHIBIT A
TRADEMARKS
Proprietary Rights

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Adaptive Intervention	Application	July 1, 2011 (Filing Date)
Learning Plans on Demand	Application	September 17, 2009 (Original Filing Date) January 27, 2011 (Supplemental Register Filing Date)
Rapid Resources	3271031	July 31, 2007