

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	Macro Educational Systems, Inc.		12/31/2010
			CORPORATION:
RECEIVING PARTY DATA			
Name:	NCS Pearson, Inc.		
Street Address:	5601 Green Valley Drive		
City:	Bloomington		
State/Country:	MINNESOTA		
Postal Code:	55437		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 4			
	Property Type	Number	Word Mark
	Registration Number:	2587517	POWERGRADE
	Registration Number:	2304146	POWERGRADE
	Registration Number:	2587500	POWERSCHOOL
	Registration Number:	2304150	POWERSCHOOL
CORRESPONDENCE DATA			
Fax Number:	(952)681-3066		
Phone:	(952) 681-3070		
Email:	dan.devoe@pearson.com		
<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:	Daniel J. DeVoe, Assistant General Couns		
Address Line 1:	5601 Green Valley Drive		
Address Line 4:	Bloomington, MINNESOTA 55437		
ATTORNEY DOCKET NUMBER:	ASSIGN POWERSCHOOL/NCSP		

OP \$115.00 2587517

NAME OF SUBMITTER:	Daniel J. DeVoe
Signature:	/Daniel J. DeVoe/
Date:	02/27/2012
<b>Total Attachments: 8</b> source=Macro - California Merger Filing#page1.tif source=Macro - California Merger Filing#page2.tif source=Macro - California Merger Filing#page3.tif source=Macro - California Merger Filing#page4.tif source=Macro - California Merger Filing#page5.tif source=Macro - California Merger Filing#page6.tif source=Macro - California Merger Filing#page7.tif source=Macro - California Merger Filing#page8.tif	

**State of California  
Secretary of State**

**CERTIFICATE OF FILING**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **31st day of December, 2010**, there was filed in this office a(n)  
**Certificate of Merger** merging **MACRO EDUCATIONAL SYSTEMS, INC.**, a  
California corporation, into **NCS PEARSON, INC.**, a(n) **Minnesota** corporation.

Further, that according to our records said merged California corporation has  
ceased to exist as a separate corporate entity.

**IN WITNESS WHEREOF**, I execute  
this certificate and affix the Great Seal  
of the State of California this day of  
February 17, 2011.



*Debra Bowen*

**DEBRA BOWEN**  
Secretary of State

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1B-519

# State of Minnesota

**ENDORSED - FILE**  
In the office of the Secretary of State  
of the State of California

DEC 31 2010

## SECRETARY OF STATE

### *Certificate of Merger*

*I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.*

*Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A*

*State of Formation and Names of Merging Entities:*

*CA: MACRO EDUCATIONAL SYSTEMS, INC.  
MN: NCS PEARSON, INC.*

*State of Formation and Name of Surviving Entity:*

*MN: NCS PEARSON, INC.*

*Effective Date of Merger: December 31, 2010 10:00 a.m.*

*Name of Surviving Entity After Effective Date of Merger:*

*NCS PEARSON, INC.*

*This certificate has been issued on: December 29, 2010*



*Mark Ritchie*  
Secretary of State.

TRADEMARK

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ARTICLES OF MERGER  
OF  
MACRO EDUCATIONAL SYSTEMS, INC.  
AND  
NCS PEARSON, INC.

December 22, 2010

To the Secretary of State  
State of Minnesota

Pursuant to the provisions of the Minnesota Business Corporation Act (the "MBCA") governing the merger of a foreign corporation for profit into a domestic corporation for profit, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the merging corporations are Macro Educational Systems, Inc., which is a corporation for profit organized under the laws of the State of California ("Macro"), and NCS Pearson, Inc., which is a corporation for profit organized under the laws of the State of Minnesota ("NCSP"), and which is subject to the provisions of the MBCA.
2. Annexed hereto and made a part hereof is the Plan of Merger for Macro with and into NCSP as set forth in a resolution approved by the unanimous affirmative vote of the Board of Directors of NCSP.
3. The Plan of Merger has been approved by NCSP pursuant to Chapter 302A, Minnesota Statutes. ✓
4. The laws of the jurisdiction of organization of Macro permit the merger of a corporation for profit of that jurisdiction with and into a corporation for profit of another jurisdiction; and the merger of Macro with and into NCSP is in compliance with the laws of the jurisdiction of organization of Macro.
5. NCSP will continue its existence as the surviving corporation under its present name pursuant to the provisions of the MBCA.
6. The merger of Macro with and into NCSP shall become effective in the State of Minnesota at 10:00 AM Eastern Time on December 31, 2010. ✓

[Signature page follows.]

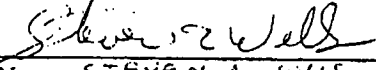
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I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48, Minnesota Statutes as if I had signed this document under oath.

Executed as of the date first set forth above.

NCS PEARSON, INC.

By:   
Name: STEVEN A WELLS  
Title: SECRETARY

**PLAN OF MERGER**  
**OF**  
**MACRO EDUCATIONAL SYSTEMS, INC.**  
**AND**  
**NCS PEARSON, INC.**

THIS PLAN OF MERGER was approved as of December 22, 2010 by NCS Pearson, Inc., which is a corporation for profit organized under the laws of the State of Minnesota ("NCSP"), and which is subject to the provisions of the Minnesota Business Corporation Act (the "MBCA"), by resolution adopted by the unanimous affirmative vote of its Board of Directors on such date.

1. Macro Educational Systems, Inc., which is a corporation for profit organized under the laws of the State of California ("Macro") shall, pursuant to the provisions of the California Corporations Code (the "CCC") and of the MBCA, be merged with and into NCSP, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the MBCA. The separate existence of Macro, which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease upon the effective date of the merger in accordance with the provisions of the CCC.
2. The Articles of Incorporation of NCSP upon the effective date of the merger in the State of Minnesota shall continue to be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the MBCA.
3. The bylaws of NCSP as in force and effect upon the effective date of the merger shall continue to be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the MBCA.
4. The directors and officers in office of NCSP upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.
5. NCSP currently owns one hundred thousand 100,000 shares of common stock of Macro, representing 100% of the issued and outstanding stock of Macro.
6. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be cancelled and retired without payment of any consideration thereof and shall cease to exist. The

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issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each such share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

7. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the CCC and the MBCA, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and of the State of Minnesota, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger provided for herein.

9. The merger herein provided for shall become effective in the State of Minnesota at 10:00 AM Eastern Time on December 31, 2010.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

DEC 29 2010

*Mark Ritchie*  
Secretary of State

*m*



**STATE OF MINNESOTA**

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 12/30/10

Mark Ritchie

Secretary of State



By

Deb Thompson



I hereby certify that the foregoing  
transcript of Page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office

JAN 28 2011

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRABOWEN, Secretary of State