

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Princeton Review, Inc.		05/17/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Education Holdings 1, Inc.
Street Address:	111 Speen Street
Internal Address:	Suite 550
City:	Framingham
State/Country:	MASSACHUSETTS
Postal Code:	01701
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2139695	ASTRONOMY SMART
Registration Number:	2445019	BETTER SCORES, BETTER SCHOOLS
Registration Number:	2151364	BIOLOGY SMART
Registration Number:	2853140	COUNSELOR-O-MATIC
Registration Number:	3009983	
Registration Number:	2140157	GRAMMAR SMART
Registration Number:	2519256	HYPERLEARNING
Registration Number:	2140158	MATH SMART
Registration Number:	2139697	NEGOTIATE SMART
Registration Number:	2141937	READING SMART
Registration Number:	2201824	SMART JUNIOR
Registration Number:	2139693	SPEAK SMART
Registration Number:	3147940	THE PRINCETON REVIEW

OP \$390.00 2139695

Registration Number:	1871666	WE SCORE MORE
Registration Number:	2265957	WRITING SMART

CORRESPONDENCE DATA

Fax Number: 2125750671
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: (212) 790-9200
Email: trademark@cll.com
Correspondent Name: Deborah K. Squiers
Address Line 1: 1133 Avenue of the Americas
Address Line 2: Cowan, Liebowitz & Latman, P.C.
Address Line 4: New York, NEW YORK 10036-6799

ATTORNEY DOCKET NUMBER:	29727.000;DKS;AEC
NAME OF SUBMITTER:	Deborah K. Squiers
Signature:	/Deborah K. Squiers/
Date:	06/11/2012

Total Attachments: 6
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"EDUCATION HOLDINGS 1, INC.", A DELAWARE CORPORATION, WITH AND INTO "THE PRINCETON REVIEW, INC." UNDER THE NAME OF "EDUCATION HOLDINGS 1, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MAY, A.D. 2012, AT 3:14 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE EIGHTEENTH DAY OF MAY, A.D. 2012, AT 12 O'CLOCK P.M.

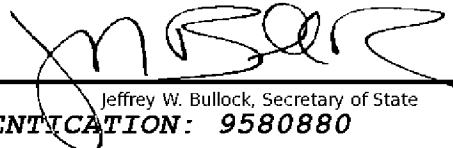
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3204484 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9580880

DATE: 05-17-12

TRADEMARK
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
EDUCATION HOLDINGS 1, INC.
INTO
THE PRINCETON REVIEW, INC.**

(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

The Princeton Review, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Education Holdings 1, Inc., a Delaware corporation (the "Merger Sub").

THIRD: That the Board of Directors of the Corporation, by the resolutions adopted on April 11, 2012 and attached hereto as Exhibit A, duly determined to merge the Merger Sub with and into the Corporation pursuant to section 253 of the DGCL (the "Merger"), which resolutions have not been amended or rescinded and are in full force and effect.

FOURTH: That the Corporation shall be the surviving corporation of the Merger.

FIFTH: That the certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article First thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Education Holdings 1, Inc."

SIXTH: The Certificate of Ownership and Merger is to be effective on May 18, 2012 at 12:00 PM.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed and delivered on behalf of the Corporation as of this 17th day of May, 2012.

THE PRINCETON REVIEW, INC.

By: 

Name: Kyle A. Bettigole

Title: Senior Vice President, General Counsel & Secretary

Exhibit A

BOARD RESOLUTIONS

THE PRINCETON REVIEW, INC. (THE "COMPANY")

Special Meeting of the Board of Directors

April 11, 2012

Proposed Resolutions

Company Name Change (Subsidiary Formation and Merger)

WHEREAS, the Company desires to change its name to Education Holdings 1, Inc. (the "Name Change") pursuant to Section 253(b) of the General Corporation Law of the State of Delaware (the "DGCL");

WHEREAS, in connection with the Name Change, the Company desires to incorporate a corporation named Education Holdings 1, Inc. (the "Subsidiary") under the DGCL and to acquire one hundred (100) shares of common stock, par value \$0.01 per share, of the Subsidiary (collectively, the "Incorporation");

WHEREAS, following the effectiveness of the Incorporation, the Company will own all of the outstanding shares of the capital stock of the Subsidiary; and

WHEREAS, in order to effect the Name Change, the Board of Directors of the Company deems it advisable and in the best interests of the Company that the Subsidiary be merged with and into the Company (the "Merger") pursuant to Section 253 of the DGCL following the effectiveness of the Incorporation.

NOW, THEREFORE, BE IT RESOLVED, that the Incorporation is hereby authorized and approved in all respects;

FURTHER RESOLVED, that following the Incorporation, the Company is hereby authorized to effect the Name Change by merging the Subsidiary with and into the Company pursuant to Section 253 of the DGCL;

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock, par value \$0.01 per share, of the Company (the "Common Stock") shall remain unchanged and continue to remain outstanding as one share of Common Stock, held by the person who was the holder of such share of Common Stock immediately prior to the Merger;

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of preferred stock, par value \$0.01 per share, of the Company (the "Preferred Stock") shall remain unchanged and continue to remain outstanding as one share of Preferred Stock, held by the person who was the holder of such share of Preferred Stock immediately prior to the Merger;

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the Company as the holder thereof, each then outstanding share of common stock, par value \$0.01 per share, of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof;

FURTHER RESOLVED, that pursuant to Section 253(b) of the DGCL, upon the

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effective date of the Merger, the corporate name of the Company shall be changed to Education Holdings 1, Inc.;

FURTHER RESOLVED, that the certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article FIRST thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Education Holdings 1, Inc.";

FURTHER RESOLVED, that the directors and officers of the Company immediately prior to the Merger shall continue to remain the directors and officers of the Company until the earlier of their death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be;

FURTHER RESOLVED, that the officers of the Company are hereby authorized and empowered, for and on behalf of the Company, to make, execute and acknowledge, in the name of the Company, a certificate of ownership and merger (the "Certificate of Ownership and Merger"), for the purpose of consummating the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may, in the judgment of any such officer, be necessary, advisable or appropriate to carry out and effectuate the purpose and intent of the resolutions relating to the Merger and the Name Change;

FURTHER RESOLVED, that the Merger shall be effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that the Amended and Restated By-laws of the Company as in effect immediately prior to the effective time of the Merger shall be amended and restated to reflect the Name Change.