

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
Education Holdings 1, Inc.	FORMERLY The Princeton Review, Inc.	05/18/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TPR Education IP Holdings, LLC
Street Address:	111 Speen Street
Internal Address:	Suite 550
City:	Framingham
State/Country:	MASSACHUSETTS
Postal Code:	01701
Entity Type:	LIMITED LIABILITY COMPANY: 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;DKS;AEC
NAME OF SUBMITTER:	Deborah K. Squiers
Signature:	/Deborah K. Squiers/
Date:	06/19/2012

Total Attachments: 40

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ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY is made this 18th day of May, 2012, by Education Holdings 1, Inc. (formerly known as The Princeton Review, Inc.), a Delaware corporation, The Princeton Review Canada Inc., an Ontario corporation, and Princeton Review Operations, L.L.C., a Delaware limited liability company (together, "Assignor"), in favor of TPR Education IP Holdings, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor has agreed to contribute, transfer, convey, assign and deliver to Assignee all of Assignor's rights, title and interest in, to and under the items of intellectual property listed in Schedule A ("Purchased IP Assets").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby irrevocably, without any reservations (and shall cause its affiliates and subsidiaries to):

SELL, ASSIGN, CONVEY AND TRANSFER to Assignee all of its right, title and interest worldwide in, to and under: (i) the Purchased IP Assets, including all rights to register, use, exploit, license and otherwise dispose of the same and all registrations and registration applications relating thereto; (ii) all divisional, continuing, substitute, renewal, reissue, extension, restorations, and all other applications which have been or shall be filed in the United States and all other countries in respect of the Purchased IP Assets or any improvements or derivatives thereof, specifically including the right to file such applications under the provisions of any convention or treaty and claim priority based on such application in the United States; (iii) all original, renewal, extension and reissued registrations which have been or shall be issued in the United States and all other countries in respect of the Purchased IP Assets of any improvements or derivatives thereof; (iv) all claims for damages for reason of past, present or current infringement, misappropriation or other violation of the Purchased IP Assets, as well as the right to institute any suit or other legal or administrative proceeding to enjoin any such infringement, misappropriation or other violation and to collect and retain any resulting damages, legal fees and costs for its own use and enjoyment; (v) with respect to any and all trademarks, service marks or trade names, all common law, statutory and other rights therein, together with the goodwill of the business associated therewith and appurtenant thereto; and (vi) with respect to any copyrights and copyrightable works, all copyright and proprietary rights therein, including, the exclusive worldwide right to register such copyright, to distribute, reproduce, adapt, modify, alter, transmit, publicly perform, publicly display and prepare derivative works and to otherwise use or exploit such copyrights and copyrightable works, in each case, through all means and methods and in all formats and media now known and hereafter developed or devised for the full term of any copyright in the works or in any derivative work(s);

WITH RESPECT TO COPYRIGHTS AND WORKS SUBJECT TO COPYRIGHT, WAIVE AND RELEASE any moral rights, including the rights of attribution or integrity, Assignor may have in said work(s), including any moral rights arising under 17 U.S.C. §106A, other U.S. federal law, state law or laws of any foreign country for any and all applications in which either the right of attribution or the right of integrity may be implicated. The moral rights hereby waived include, but are not limited to: (1) any right to require Assignee or its successors

or licensees to identify Assignor as the author of the work; and (2) the right to prevent destruction of, or any intentional distortion, mutilation, or other modification of, the work;

AUTHORIZE the Director of the United States Patent & Trademark Office, the United States Register of Copyrights, and/or any official of any U.S. state or states, or any country or countries foreign to the United States, whose duty it is to record registrations, applications and title thereto, to record the Purchased IP Assets and title thereto as the property of Assignee, its successors, legal representatives and assigns in accordance with the terms of this instrument;

AUTHORIZE the Assignee to record this Assignment of Intellectual Property with the United States Patent & Trademark Office, the United States Register of Copyrights, and/or any official of any U.S. state or states, or any country or countries foreign to the United States, whose duty it is to record registrations, applications and title thereto;

COVENANT to, when requested and at the expense of Assignee, execute and deliver, or cause to be duly executed and delivered, to Assignee any and all further instruments and documents and do and cause to be done such further acts and things reasonably requested by Assignee to effectuate the assignment described herein, including, without limitation, releasing any "lock" placed on any domain names included in the Purchased IP Assets, obtaining authorization codes for such domain names and providing such codes to Assignee, confirming the requested transfer upon receipt of a request to do so from the registrar used by Assignee for such domain names, executing and delivering all authorizations necessary to effectuate electronic transfer of the domain names; and

COVENANT that this Assignment will be binding on the successors of Assignor and extend to the successors, assigns and nominees of Assignee.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Intellectual Property as of the date set forth above.

EDUCATION HOLDINGS 1, INC.
(formerly known as The Princeton Review, Inc.)

Name: Christian B. Kooper
Title: EVP & CFO
Date: 5/18/2012

COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF Middlesex)

On this 18th day of May, 2012, before me, the undersigned Notary Public, personally appeared Christian Kooper , proved to me through satisfactory evidence of identification, which was/were MA Drivers License , to be the person whose name is signed on the preceding or attached document, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief. The above-indicated individual is duly authorized to execute this document and executed this document of his/her own free will.

[Handwritten Signature]
Signature of Notary

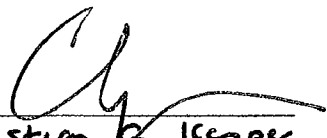
(Seal)

My Commission Expires: _____



SHAWNA H. TOUSSAINT
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 21, 2014

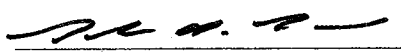
THE PRINCETON REVIEW CANADA
INC.



Name: Christian G. Kesper
Title: Vice President
Date: 5/18/2012

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF Middlesex)


On this 18th day of May, 2012, before me, the undersigned Notary Public, personally appeared Christian Kesper, proved to me through satisfactory evidence of identification, which was/were MA Drivers License, to be the person whose name is signed on the preceding or attached document, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief. The above-indicated individual is duly authorized to execute this document and executed this document of his/her own free will.



(Seal)

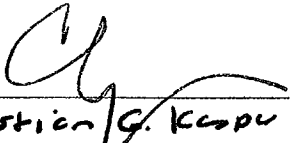
Signature of Notary

My Commission Expires:

 **SHAWNA H. TOUSSAINT**
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 21, 2014


[Signature Page to Assignment of Intellectual Property Agreement]

**PRINCETON REVIEW OPERATIONS,
L.L.C.**


Name: Christian G. Koop
Title: Vice President
Date: 5/18/2012

COMMONWEALTH OF MASSACHUSETTS)
)
COUNTY OF Middlesex)

On this 18th day of May, 2012, before me, the undersigned Notary Public, personally appeared Christian Koop, proved to me through satisfactory evidence of identification, which was/were MA Drivers License, to be the person whose name is signed on the preceding or attached document, and who swore or affirmed to me that the contents of the document are truthful and accurate to the best of his/her knowledge and belief. The above-indicated individual is duly authorized to execute this document and executed this document of his/her own free will.



Signature of Notary

(Seal)

My Commission Expires: _____



SHAWNA H. TOUSSAINT
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 21, 2014

SCHEDULE A

Purchased IP Assets

Registered Marks:

<u>Mark</u>	<u>Country</u>	<u>Application No.</u>	<u>Application Date</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Classes</u>	<u>Status</u>	<u>Owner</u>
THE PRINCETON REVIEW	Venezuela	17233-02	11/4/2002	S24957	7/30/2004	40	Registered	Princeton Review Management, LLC
THE PRINCETON REVIEW and Design	Venezuela	17227-02	11/4/2002	S24956	7/30/2004	40	Registered	Princeton Review Management, LLC
ASTRONOMY SMART	United States	75/138779	7/23/1996	2139695	2/24/1998	16	Registered	The Princeton Review, Inc.
BETTER SCORES, BETTER SCHOOLS	United States	75/668226	3/26/1999	2445019	4/17/2001	41	Registered	The Princeton Review, Inc.
BIOLOGY SMART	United States	75/138778	7/23/1996	2151364	4/14/1998	16	Registered	The Princeton Review, Inc.
COUNSELOR-O-MATIC	United States	76/527179	7/1/2003	2853140	6/15/2004	41	Registered	The Princeton Review, Inc.
Curve with Arrow Design	Nepal	Forthcoming	7/20/2011			16	Filed	The Princeton Review, Inc.
Curve with Arrow Design	Nepal	Forthcoming	7/20/2011			41	Filed	The Princeton Review, Inc.
Curve with Arrow Design	United States	76/533569	7/30/2003	3009983	11/1/2005	9, 16, 36, 41	Registered	The Princeton Review, Inc.
4.19								
GRAMMAR SMART	United States	75/139919	7/25/1996	2140157	3/31/1998	16	Registered	The Princeton Review, Inc.
HYPERLEARNING	United States	75/849084	11/16/1999	2519256	12/18/2001	41	Registered	The Princeton Review, Inc.
MATH SMART	United States	75/139920	7/25/1996	2140158	3/3/1998	16	Registered	The Princeton Review, Inc.
NEGOTIATE SMART	United States	75/138781	7/23/1996	2139697	2/24/1998	16	Registered	The Princeton Review, Inc.
PRINCETON REVIEW and Design	South Korea	7120020000110	8/2/2002	4500088090000	12/3/2003	41	Registered	The Princeton Review, Inc.
PRINCETON REVIEW and Design	Turkey	2007/09897	2/28/2007	2007/09897	2/28/2007	9, 16, 41	Registered	The Princeton Review, Inc.

READING SMART	United States	75/139921	7/25/1996	2141937	3/10/1998	16	Registered	The Princeton Review, Inc.
SMART JUNIOR	United States	75/138723	7/23/1996	2201824	11/3/1998	16	Registered	The Princeton Review, Inc.
SPEAK SMART	United States	75/138722	7/23/1996	2139693	2/24/1998	16	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Bangladesh	145405	7/25/2011			16	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW	Bangladesh	145404	7/25/2011			41	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW	Canada	1473565	3/17/2010	792563	3/10/2011	9, 16, 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	China (People's Republic Of)	9700114725	10/30/1997	1237865	1/7/1999	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	European Union	2366920	9/6/2001	2366920	12/9/2002	9, 16, 41, 42	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Hong Kong	301297080	3/4/2009	301297080	3/4/2009	9, 16, 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	India	1283618	5/7/2004			40 & 41	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW	Japan	2005-052655	6/13/2005	5100071	12/21/2007	16, 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Malaysia	MA/19332/97	12/1/1997	97-19332	12/1/1997	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Mexico	725884	6/29/2005	925711	3/27/2006	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Mexico	725882	6/29/2005	920019	2/21/2006	9	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Mexico	725883	6/29/2005	925330	3/24/2006	16	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Nepal	Forthcoming	7/20/2011			16	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW	Nepal	Forthcoming	7/20/2011			41	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW	Pakistan	195371	5/7/2004	195371	5/7/2004	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Pakistan	175424	12/27/2001			16	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW	Pakistan	175425	12/27/2001			9	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW	Philippines	42002007252	8/28/2002	4-2002-007252	12/4/2006	9, 16, 40 and 41	Registered	The Princeton Review, Inc.

THE PRINCETON REVIEW	Saudi Arabia	114195	3/4/2007	991/03	5/26/2008	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Saudi Arabia	114194	3/4/2007	114184	2/21/2010	16	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Saudi Arabia	114193	3/4/2007	112301	12/30/2009	9	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Singapore	S/9238/97	7/31/1997	T97/09238D	4/5/2004	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Singapore	S/9237/97	7/31/1997	T97/09237F	10/18/1999	16	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Singapore	S/9236/97	7/31/1997	T97/09236H	8/3/1999	9	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Singapore	S/9239/97	7/31/1997	T97/09239B	2/7/2003	42	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	South Korea	4119920005106	11/10/1992	41-23081	2/25/1994	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Sri Lanka	109424	11/1/2002			9	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW	Sri Lanka	109426	9/10/2002	109426	9/10/2002	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Sri Lanka	109453	10/1/2002			16	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW	Sri Lanka	109732	9/26/2002	109732	9/26/2011	35	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Thailand	328710	2/24/1997	Kor77754	9/10/2008	16	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Thailand	328711	2/24/1997	BOR7511	2/24/1997	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Turkey	96/015505	10/21/1996	96 015505	10/21/1996	35, 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	United Arab Emirates	23532	9/22/1997	20588	4/24/1999	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	United States	78/628422	5/12/2005	3147940	6/26/2006	9, 16 & 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW	Vietnam	4-2006-21472	12/7/2006	106021	7/29/2008	9, 16 & 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW & Design	Hong Kong	301306458	3/18/2009	301306458	3/18/2009	9, 16 & 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW & Design	Malaysia	8001671	1/28/2008	08-001671	1/28/2008	9	Registered	The Princeton Review, Inc.

THE PRINCETON REVIEW & Logo	China (People's Republic Of)	9700114724	10/30/1997	1785792	6/14/2002	16	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW (word mark)	Indonesia	1408	12/18/2008	IDM000260849	12/18/2008	16, 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Bangladesh	145406	7/25/2011			16	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Bangladesh	145407	7/25/2011			41	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	European Union	2368975	9/10/2001	2368975	10/15/2002	9, 16, 41,42	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	India	1283619	5/7/2004	1283619	11/28/2006	40, 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Israel	164060	4/24/2003	164060	4/5/2005	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Japan	2005-052656	6/13/2005	5100072	12/21/2007	16, 41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Malaysia	8001672	1/28/2008	08-001672	1/28/2008	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Malaysia	8001670	1/28/2008	8001670	1/28/2008	16	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Mexico	725887	6/29/2005	933988	5/24/2006	16	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Mexico	725886	6/29/2005	924710	3/20/2006	9	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Mexico	725888	6/29/2005	926121	3/28/2006	41	Registered	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Pakistan	175427	12/26/2001			16	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Pakistan	175426	12/27/2001			9	Filed	The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Pakistan	195372	5/7/2004	195372	9/14/2009	41	Registered	The Princeton Review, Inc.

REVIEW and Design									Review, Inc.
THE PRINCETON REVIEW and Design	Philippines	42002007251	8/28/2002	4/2002/007251	11/20/2005	9, 16, 40 & 41	Registered		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Singapore	T0706411D	3/23/2007	T0706411D	7/31/2007	41	Registered		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Singapore	T07/06405Z	3/23/2007	T0706405Z	11/6/2007	9	Registered		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Singapore	T0706409B	3/23/2007	T0706409B	7/30/2007	16	Registered		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	South Korea	4520020002156	6/21/2002	45-8809	12/3/2003	9, 16, 41	Registered		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Sri Lanka	109731	9/26/2002	109731	7/31/2008	40	Registered		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Sri Lanka	109423	9/10/2002	109423	9/10/2002	9	Registered		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Sri Lanka	109425	10/9/2002			41	Filed		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Sri Lanka	109452	10/1/2002			16	Filed		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Thailand	657161	3/29/2007	Kor279817	5/7/2008	16	Registered		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Thailand	657160	3/29/2007	Kor291146	3/29/2007	9	Registered		The Princeton Review, Inc.
THE PRINCETON REVIEW and Design	Thailand	657162	3/29/2007	Bor38439	3/29/2007	41	Registered		The Princeton Review, Inc.
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THE PRINCETON REVIEW and Design	India	1144886	10/21/2002	1144886	10/21/2002	16	Registered		The Princeton Review, Inc.
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