

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Adult Proficiency and Equivalency Examinations, Inc. | | 11/01/2012 | CORPORATION: NEVADA |
| RECEIVING PARTY DATA | | | |
| Name: | Apex Learning Inc. | | |
| Street Address: | 1215 Fourth Ave., Suite 1500 | | |
| City: | Seattle | | |
| State/Country: | WASHINGTON | | |
| Postal Code: | 98161 | | |
| Entity Type: | CORPORATION: WASHINGTON | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4046217 | APEX | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 415-882-8039 | | |
| Email: | pltrademarks@klgates.com | | |
| Correspondent Name: | Jocelyn M. Belloni | | |
| Address Line 1: | Four Embarcadero Center | | |
| Address Line 4: | San Francisco, CALIFORNIA 02111 | | |
| ATTORNEY DOCKET NUMBER: | 2050817.00007 | | |
| NAME OF SUBMITTER: | Jocelyn M. Belloni | | |
| Signature: | /Jocelyn M. Belloni/ | | |

Date:

11/02/2012

Total Attachments: 2

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EXHIBIT C
ASSIGNMENT

This Assignment ("Assignment") is entered into as of November 1, 2012 (the "Effective Date") by and between Apex Learning Inc., a Washington corporation located at 1215 Fourth Ave. Suite 1500, Seattle, Washington 98161 ("Apex Learning") and Adult Proficiency and Equivalency Examinations, Inc., a Nevada corporation located at 5920 South Rainbow Boulevard, Suite 7, Las Vegas, Nevada 89118 ("AP&EEI").

WHEREAS, AP&EEI desires to transfer all right, title, and interest in and to the APEX trademark, all applications and registrations pertaining thereto, including without limitation U.S. Reg. No. 4,046,217 attached at Schedule 1 hereto and incorporated herein by reference, and all common law rights associated therewith, together with all goodwill arising from the use of and symbolization by said trademark (the "Trademark").

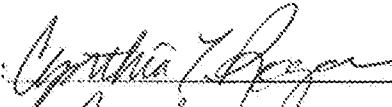
NOW, THEREFORE, in consideration of their mutual interests and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, AP&EEI and Apex Learning agree as follows:

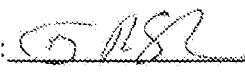
1. AP&EEI hereby assigns, transfers, sells, conveys, and delivers to Apex Learning, its successors and assigns, all right, title and interest in and to the Trademark throughout the world, including without limitation the goodwill of the business appurtenant thereto and which is symbolized thereby, including the right to license others under the Trademark and the right to renew any trademark registration which shall issue from the application included in the Trademark, to be held and enjoyed by Apex Learning for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives, to be used as fully and entirely as said rights would have been held and enjoyed by AP&EEI had this assignment and sale not been made.
2. AP&EEI authorizes Apex Learning to record this Assignment in the United States Patent & Trademark Office and in similar government offices throughout the world.

IN WITNESS WHEREOF, this Assignment is effective as of the day and year first above written.

APEX LEARNING INC.

ADULT PROFICIENCY AND
EQUIVALENCY EXAMINATIONS, INC.

By: 
Name: Cynthia T. Rogan
Title: V.P. Mktg
Date: 10/24/12

By: 
Name: C. Rob Eylee
Title: SVP, Sales
Date: 10/18/12