

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	MERGER			
EFFECTIVE DATE:	12/31/2012			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	Psychological Software Solutions, Inc.		12/31/2012	CORPORATION: TEXAS
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: 5				
	Property Type	Number	Word Mark	
Serial Number:		85400348	BEHAVIOR MATTERS	
Registration Number:		4155953	PSYCHOLOGICAL SOFTWARE SOLUTIONS	
Registration Number:		4075999	REVIEW360	
Serial Number:		85135216	PSYCHOLOGICAL SOFTWARE SOLUTIONS	
Serial Number:		85134219	BEHAVIOR MATTERS	
CORRESPONDENCE DATA				
Fax Number:	9526813066			
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(952) 681-3070			
Email:	dan.devoe@pearson.com			
Correspondent Name:	Daniel J. DeVoe, Assistant Genl Counsel			
Address Line 1:	NCS Pearson, Inc.			
Address Line 2:	5601 Green Valley Drive			

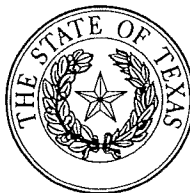
OP \$140.00 85400348

Address Line 4: Bloomington, MINNESOTA 55437

ATTORNEY DOCKET NUMBER:	ASSIGN PSS MARKS TO NCSP
NAME OF SUBMITTER:	Daniel J. DeVoe
Signature:	/Daniel J. DeVoe/
Date:	04/30/2013

Total Attachments: 14

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Office of the Secretary of State

December 28, 2012

Corporation Service Company
211 E. 7th Street, Suite 620
Austin, TX 78701 USA

RE:
NCS PEARSON, INC. (File Number: 3125506)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

PSYCHOLOGICAL SOFTWARE SOLUTIONS, INC.
Domestic For-Profit Corporation
[File Number: 159363900]

Into

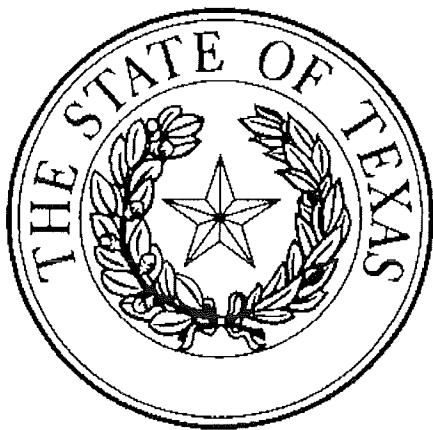
NCS PEARSON, INC.
Foreign For-Profit Corporation
Minnesota, USA
[File Number: 3125506]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 12/27/2012

Effective: 12/31/2012 05:00 pm



A handwritten signature in black ink that reads "John Steen".

John Steen
Secretary of State

**PARENT-SUBSIDIARY
CERTIFICATE OF MERGER**

December 31, 2012

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

Parties to the Merger

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

1. NCS Pearson, Inc. ("NCSP")

The organization is a corporation organized under the laws of the State of Minnesota. Its principal place of business is 5601 Green Valley Drive, Bloomington, MN 55437. The organization will survive the merger.

2. Psychological Software Solutions, Inc.

The organization is a corporation organized under the laws of Texas. The file number is 0159363900. Its principal place of business is 4119 Montrose Boulevard, 5th Floor, Houston, TX 77006. The organization currently has 1,000 shares outstanding, all of which are held by NCSP. The organization will not survive the merger.

Resolution of Merger

A copy of the resolutions of merger is attached hereto as Exhibit A. The attached resolutions were adopted and approved by the governing authority of NCSP, the parent organization, as required by the laws of its jurisdiction of formation and by its governing documents. The resolution was adopted by NCSP on December 31, 2012.

Effectiveness of Filing

This document shall become effective at 5:00 PM Central Time on December 31, 2012.

Tax Certificate

In lieu of providing the tax certificate, the surviving organization will be liable for the payment of the required franchise taxes.

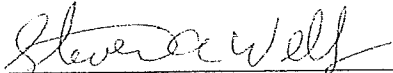
Execution

The undersigned signs this Certificate of Merger subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that

the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument. This Certificate of Merger may be executed in counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one instrument. A copy of this Certificate of Merger, signed and delivered by telecopy, electronic or facsimile transmission, shall be considered an original, executed consent.

[Signature page follows.]

NCS Pearson, Inc.

By: 
Name: Steven A. Wells
Title: Secretary

[Signature page to Certificate of Merger]

Exhibit A

WHEREAS, the Corporation owns all of the issued and outstanding shares of the capital stock of Psychological Software Solutions, Inc., a Texas corporation ("PSS"); and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Corporation that PSS be merged with and into the Corporation.

NOW, THEREFORE, IT IS:

RESOLVED, that it is advisable and in the best interests of the Corporation that PSS merge with and into the Corporation pursuant to Section 10.006 of the Texas Business Organizations Code and Section 302A.621 of the Minnesota Business Corporation Act; and further

RESOLVED, that, upon the merger of PSS with and into the Corporation (the "PSS Merger"), the Corporation shall be the surviving corporation (the "Surviving Corporation"), the Surviving Corporation shall continue as a corporation organized and existing under the laws of the State of Minnesota and the name of the Surviving Corporation shall be "NCS Pearson, Inc."; and further

RESOLVED, that, upon the PSS Merger, the corporate existence of the Corporation, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the PSS Merger, and as the Surviving Corporation, it shall, from and after the PSS Merger, possess all of the rights, privileges, immunities, powers and purposes of PSS and all of the property (real, personal and intangible), causes of action and every other asset of PSS shall vest in the Surviving Corporation, and the Surviving Corporation shall assume all of the obligations and liabilities of PSS, all without further act or deed; and further

RESOLVED, that the separate corporate existence of PSS shall cease upon the PSS Merger; and further

RESOLVED, that, upon the PSS Merger, all shares of stock of PSS which are issued and outstanding or held as treasury stock immediately prior to the PSS Merger shall be cancelled and retired without payment of any consideration therefor and shall cease to exist; and further

RESOLVED, that, from and after the PSS Merger, the Certificate of Incorporation and the By-Laws of the Corporation, as in effect immediately prior to the PSS Merger, shall be those of the Surviving Corporation; and further

RESOLVED, that the members of the Board of Directors and the officers of the Corporation immediately prior to the PSS Merger shall be the members of the Board of Directors and the officers, respectively, of the Surviving Corporation until successors are appointed in accordance with applicable law and the Certificate of Incorporation and the By-Laws of the Surviving Corporation; and further

RESOLVED, that the effective date and time of the PSS Merger shall be as of December 31, 2012 at 5:00 PM Central Time.

CORPORATION SERVICE COMPANY

www.cscglobal.com

CSC- New York
Suite 210
1180 Avenue OF the Americas
New York, NY 10036-8401
212-299-5600
212-299-5656 (Fax)

Matter# 045390-0403

Order# 462692-30

Project Id :

Order Date 12/17/2012

Entity Name: NCS Pearson, Inc.
Jurisdiction: MN - Secretary of State
Request for: Domestic Merger Filing
File Date: 12/28/2012
Result: Filed

Ordered by JENNA CARROLL at MORGAN, LEWIS & BOCKIUS LLP

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

Camille Silva
csilva@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.

ARTICLES OF MERGER
OF
SCHOOLNET, INC.,
PSYCHOLOGICAL SOFTWARE SOLUTIONS, INC.,
AND
NCS PEARSON, INC.
December 31, 2012

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.

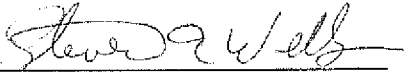
1. The names of the merging corporations are Schoolnet, Inc., which is a corporation for profit organized under the laws of the State of Delaware ("Schoolnet"), Psychological Software Solutions, Inc., which is a corporation for profit organized under the laws of the State of Texas ("PSS"), and NCS Pearson, 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 the merger of Schoolnet and PSS 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 jurisdictions of organization of each of Schoolnet and PSS permit the merger of a corporation for profit of those jurisdictions with and into a corporation for profit of another jurisdiction; and the merger of each of Schoolnet and PSS with and into NCSP is in compliance with the laws of Schoolnet and PSS' respective jurisdictions of organization.
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 each of Schoolnet and PSS with and into NCSP shall become effective in the State of Minnesota at 5:00 PM Central Time on December 31, 2012.

[Signature page follows.]

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 as if I had signed this document under oath.

Executed as of the date first set forth above.


SCHOOLNET, INC.

By: 
Name: Steven A. Wells
Title: Secretary

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 as if I had signed this document under oath.

Executed as of the date first set forth above.

PSYCHOLOGICAL SOFTWARE
SOLUTIONS, INC.

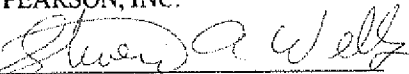
By: 
Name: Steven A. Wells
Title: Secretary

Signature Page to Articles of Merger

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

Signature Page to Articles of Merger

PLAN OF MERGER
OF
SCHOOLNET, INC.,
PSYCHOLOGICAL SOFTWARE SOLUTIONS, INC.,
AND
NCS PEARSON, INC.

THIS PLAN OF MERGER was approved as of December 31, 2012 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. Schoolnet, Inc., which is a corporation for profit organized under the laws of the State of Delaware (“Schoolnet”), shall, pursuant to the provisions of the Delaware General Corporation Law (the “DGCL”) 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 Schoolnet, which is sometimes hereinafter referred to as “Terminating Corporation 1”, shall cease upon the effective date of the merger in accordance with the provisions of the DGCL.

2. Psychological Software Solutions, Inc., which is a corporation for profit organized under the laws of the State of Texas (“PSS”), shall, pursuant to the provisions of the Texas Business Organizations Code (the “TBOC”) and of the MBCA, be merged with and into the Surviving Corporation, which shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the MBCA. The separate existence of PSS, which is sometimes hereinafter referred to as “Terminating Corporation 2”, shall cease upon the effective date of the merger in accordance with the provisions of the TBOC.

3. The Articles of Incorporation of NCSP upon the effective date of the mergers 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.

4. The bylaws of NCSP as in force and effect upon the effective date of the mergers 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.

5. The directors and officers in office of NCSP upon the effective date of the merger shall continue to be the directors and 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.

6. Each issued share of each of Terminating Corporation 1 and Terminating Corporation 2 shall, upon the effective date of the mergers, be cancelled and retired without payment of any consideration therefor and shall cease to exist. The 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 each of Terminating Corporation 1 and Terminating Corporation 2 with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the DGCL, the TBOC and the MBCA, as applicable, each of Terminating Corporation 1, Terminating Corporation 2 and the Surviving Corporation hereby stipulate that they will cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Delaware, the State of Texas and the State of Minnesota, as applicable, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the mergers.

8. The Board of Directors and the proper officers of each of Terminating Corporation 1, Terminating Corporation 2 and 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 5:00 PM Central Time on December 31, 2012.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 28 2012

Mark Kitchin
Secretary of State