

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
	SCHOOLNET, INC.		12/31/2012
			Entity Type
			CORPORATION: DELAWARE
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: 10			
	Property Type	Number	Word Mark
	Registration Number:	2986745	SCHOOLNET
	Serial Number:	85012719	EVERY TEACHER, EVERY DAY
	Registration Number:	2817635	SCHOOLNET
	Registration Number:	3628510	EDUPEDIA
	Registration Number:	3879820	EDUSTAT
	Registration Number:	3428586	EXTRA CREDIT
	Registration Number:	3416022	EXTRA CREDIT CARD
	Registration Number:	2810916	EDUSTAT
	Registration Number:	2810915	EDUSTAT
	Registration Number:	2603695	AHA! INTERACTIVE
CORRESPONDENCE DATA			
Fax Number:	9526813066		

OP \$265.00 2986745

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 952-681-3070
Email: dan.devoe@pearson.com
Correspondent Name: Daniel J. DeVoe, Asst. General Counsel
Address Line 1: NCS Pearson, Inc.
Address Line 2: 5601 Green Valley Drive
Address Line 4: Bloomington, MINNESOTA 55437

ATTORNEY DOCKET NUMBER:	SCHOOLNET TO NCSP MERGER
NAME OF SUBMITTER:	Daniel J. DeVoe
Signature:	/Daniel J. DeVoe/
Date:	05/09/2013

Total Attachments: 11

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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:

"SCHOOLNET, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NCS PEARSON, INC." UNDER THE NAME OF "NCS PEARSON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MINNESOTA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012, AT 7:45 O'CLOCK P.M.

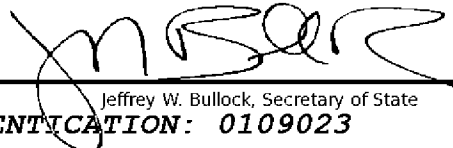
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 5 O'CLOCK P.M.

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

5268163 8100M

121404744




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0109023

DATE: 12-31-12

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

TRADEMARK
REEL: 005023 FRAME: 0632

CERTIFICATE OF OWNERSHIP AND MERGER

merging

SCHOOLNET, INC.

(a Delaware corporation)

with and into

NCS PEARSON, INC.

(a Minnesota corporation)

**(Pursuant to Section 253 of the
General Corporation Law of Delaware)**

December 28, 2012

NCS Pearson, Inc., a corporation organized and existing under the laws of Minnesota (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: That the Corporation was incorporated on March 28, 1962 pursuant to the Minnesota Business Corporation Act (the "MBCA").

SECOND: That the Corporation owns all of the issued and outstanding shares of stock of Schoolnet, Inc., a corporation incorporated on January 3, 2000 pursuant to the General Corporation Law of the State of Delaware (the "Subsidiary").

THIRD: That the Corporation by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the Board of Directors dated as of the date hereof, determined to merge the Subsidiary with and into the Corporation:

RESOLVED, that it is advisable and in the best interests of the Corporation that the Subsidiary merge with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 302A.621 of the MBCA; and further

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

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

RESOLVED, that, upon the Merger, all shares of stock of the Subsidiary which are issued and outstanding or held as treasury stock immediately prior to the 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 Merger, the Certificate of Incorporation and the By-Laws of the Corporation, as in effect immediately prior to the 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 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 Merger shall be as of December 31, 2012 at 5:00 PM Central Time; and further

RESOLVED, that the form, terms and provisions of, and the transactions contemplated by, the Plan of Merger (the "Plan"), which has been presented to the Board and ordered filed with the records of the Corporation, be, and the same hereby are, deemed advisable, authorized, adopted and approved in all respects; and further

RESOLVED, that each officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute, acknowledge, file and report, in the name and on behalf of the Corporation, the Certificate of Ownership and Merger of the Corporation and the Plan, and those other agreements, instruments and documents as may be contemplated by the Certificate of Ownership and Merger or the Plan, and any amendments or supplements thereto, in such form and with any such changes, additions or deletions as any such officer shall determine to be advisable and in the best interests of the Corporation, which

determination shall be conclusively evidenced by such officer's execution and delivery thereof; and further

RESOLVED, that all acts and deeds heretofore done by any director or officer of the Corporation for and on behalf of the corporation in entering into, executing, acknowledging or attesting any arrangements, agreements, instruments or documents, or in carrying out the terms and intention of the foregoing resolutions, are hereby adopted, ratified, approved and confirmed in all respects; and further

RESOLVED, that each officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver such other instruments and documents, and to take all such other and further actions, in the name of and on behalf of the Corporation, as any such officer shall deem necessary or desirable to carry out the purpose and intention of the foregoing resolutions and to effectuate the transactions contemplated thereby.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the merger of the Subsidiary with and into the Corporation may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the time that such merger becomes effective.

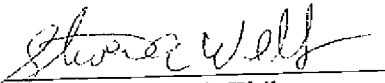
FIFTH: The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the Subsidiary as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL; and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: NCS Pearson, Inc., 5601 Green Valley Drive, Bloomington, MN 55437, Attention: General Counsel.

SIXTH: That the resolutions adopted by the Corporation authorizing the merger of the Subsidiary with and into the Corporation provide that the merger herein certified shall be effective as of December 31, 2012 at 5:00 PM Central Time.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has duly executed this Certificate of Ownership and Merger as of the date first written above.

NCS PEARSON, INC.

By: 
Name: Steven A. Wells
Title: Secretary

Signature Page to Certificate of Ownership and Merger

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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.

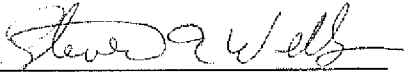
1. The names of the merging corporations are Schoolnet, Inc., which is a corporation for profit organized under the laws of the State of Delaware ("Schoolnet"), Psychological Software Solutions, Inc., which is a corporation for profit organized under the laws of the State of Texas ("PSS"), and NCS Pearson, 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

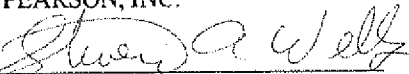
Signature Page to Articles of Merger

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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

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