

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
	McGraw-Hill Global Education Holdings LLC		05/28/2013
			LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	McGraw-Hill School Education Holdings LLC		
Street Address:	Two Penn Plaza		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10121		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	85370601	ON BOARD
CORRESPONDENCE DATA			
Fax Number:	9142880023		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
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Email:	clarke@leasonellis.com, dorman@leasonellis.com, tmdocket@leasonellis.com		
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Address Line 4:	White Plains, NEW YORK 10601		
ATTORNEY DOCKET NUMBER:	05842/809437-000		
NAME OF SUBMITTER:	Deirdre Clarke		
Signature:	/deidreclarke/		
Date:	05/30/2013		
Total Attachments: 1 source=ON BOARD Trademark Agreement#page1.tif			

OP \$40.00 85370601

TRADEMARK ASSIGNMENT

WHEREAS, McGraw-Hill Global Education Holdings LLC, a limited liability company organized and existing under the laws of the State of Delaware, with an address of Two Penn Plaza, New York, New York 10121 U.S.A. ("Assignor"), owns the following trademark application:

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
ON BOARD	85/370,601	July 13, 2011


WHEREAS, McGraw-Hill School Education Holdings LLC, a limited liability company organized and existing under the laws of the State of Delaware, with an address at Two Penn Plaza, New York, New York 10121 U.S.A. ("Assignee"), is desirous of acquiring said trademark application and all associated goodwill in said trademark; and

WHEREAS, to the best of Assignor's knowledge no opposition proceedings against the application are pending and no other party makes a claim of ownership to said trademark.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to said trademark and application therefor, together with the goodwill of the business symbolized by said trademark, and the business of the Assignor, or portion thereof, to which the trademark pertains, if that business is ongoing and existing, and with all claims that could be asserted by Assignor arising out of or relating to the use or ownership of said trademark, including the right to damages, profits, due or accrued, arising out of past infringements of said trademark, and the right to sue and recover the same.

McGraw-Hill Global Education Holdings LLC

Dated: May 28, 2013


Name: *Katherine Varber*
Position: *Associate General Counsel*