

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM303493

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Chinesepod Limited		04/24/2014	LIMITED LIABILITY COMPANY: HONG KONG
RECEIVING PARTY DATA			
Name:	OLN Education Limited		
Street Address:	219 Kensington High Street, Kensington		
Internal Address:	Office 4		
City:	London, England		
State/Country:	UNITED KINGDOM		
Postal Code:	W8 6BD		
Entity Type:	LIMITED LIABILITY COMPANY: UNITED KINGDOM		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	77549767	LEARNING ON YOUR TERMS	
Serial Number:	77315480	ARABICPOD	
Serial Number:	77315482	SPANISHPOD	
Serial Number:	77861725	ENGLISHPOD	
Serial Number:	77340736	FRENCHPOD	
Serial Number:	77340744	ITALIANPOD	
Serial Number:	77340739	LANGUAGEPOD	
CORRESPONDENCE DATA			
Fax Number:	2126561828		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	trademarks@fashionone.com		
Correspondent Name:	Michael Gleissner		
Address Line 1:	246 West Broadway		
Address Line 4:	New York, NEW YORK 10013		
NAME OF SUBMITTER:	Michael Gleissner		
SIGNATURE:	/michael gleissner/		
DATE SIGNED:	05/05/2014		

OP \$190.00 77549767

Total Attachments: 5

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THIS ASSIGNMENT is made on

BETWEEN:

- (1) **Chinesepod Limited**, a limited liability company incorporated in Hong Kong, trading from premises, 22/F Bigfoot Centre, 38 Yiu Wa Street, Causeway Bay, Hong Kong (the Assignor); and
- (2) **OLN Education Limited**, a private limited company registered in London, United Kingdom, trading from premises at Office 4, 219 Kensington High Street, Kensington, London, England, United Kingdom W86BD (the Assignee).

WHEREAS:

- (A) The Assignor is the proprietor of the registered US trademarks: LEARNING ON YOUR TERMS, ARABICPOD, SPANISHPOD, ENGLISHPOD, FRENCHPOD, ITALIANPOD and LANGUAGEPOD listed in the attached schedule (the Trade Mark).
- (B) The Assignor has agreed to assign all right, title and interest in and to the Trade Mark to the Assignee on the terms set out in this document.

IT IS AGREED AS FOLLOWS:

1 Assignment

For the sum of \$21,000 paid by the Assignee to the Assignor (receipt of which the Assignor hereby acknowledges) the Assignor assigns with full title guarantee to the Assignee absolutely the Trade Mark and all and any rights in and to the Trade Mark including copyright, design right, goodwill and any other common law rights.

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2 Proceedings

This assignment shall include the right for the Assignee to bring proceedings against any third party in respect of the Trade Mark or for passing off. The Assignor agrees and undertakes to provide to the Assignee (at its request) all such assistance with any proceedings which may be brought by or against the Assignee against or by any third party in relation to the Trade Mark and the Assignee shall indemnify the Assignor in respect of all costs and expenses (including reasonable legal costs actually incurred by it in providing the Assignee with such assistance).

3 Assignor covenants

The Assignor covenants:

- 3.1 that at the request and cost of the Assignee at any time and from time to time it will execute or procure the execution of such deeds or documents and do or procure the doing of such acts and things as may be necessary or desirable to give effect to this assignment in particular all documents required by the Assignee to effect the recordal or registration of the assignment of the Trade Mark; and
- 3.2 that it renounces any rights which it may have in the Trade Mark.

4 Warranties

The Assignor warrants that as at the date of this Assignment it has not granted any licence or assigned any rights of any nature in the Trade Mark to any third party.

5 Counterparts

This document may be entered into in any number of counterparts and by the parties to it on separate counterparts, each of which when so executed and delivered shall be an original.

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6 Jurisdiction

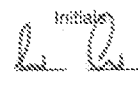
This document shall be governed by and construed in accordance with the laws of USA and the parties submit to the exclusive jurisdiction of the American Courts.

IN WITNESS of which the parties to this Assignment have executed and delivered it on the date first written.

SCHEDULE

REGISTERED TRADE MARKS

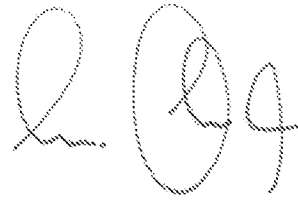
Jurisdiction	Mark	No.	Class	Specification of goods/services
US	LEARNING ON YOUR TERMS	Serial No.: 77549767 Registration No.: 3598005	41	Educational services, namely, providing educational podcasts, and online courses, in the field of language teaching, language learning, language tutoring, language testing, and cultural learning; providing on-line database of information in the field of language teaching; providing online non-downloadable electronic dictionaries
US	ArabicPod	Serial No.: 77315480 Registration No.: 3786579	41	Educational services, namely, providing classes, seminars, and workshops, all through podcasts, in the field of the Arabic language and Arabic culture; Providing Arabic language teaching through podcasts; Providing Arabic language tutoring through podcasts; providing on-line courses through podcasts in the field of Arabic language teaching, Arabic language learning, and Arabic language tutoring; providing an online database of information in the field of Arabic language teaching, tutoring and Arabic culture, all used in connection with podcast provided content; providing online non-downloadable electronic Arabic dictionaries, used in connection with podcast provided content; providing on-line tutorial assistance in the field of Arabic language learning, used in connection with podcast provided content; publication of online printable materials, namely, newsletters, magazines, journals, brochures in the field of Arabic language teaching and learning, Arabic language tutoring, Arabic culture and travel in Arabic-speaking countries, all used in connection with podcast provided content
US	SpanishPod	Serial No.: 77315482 Registration No.: 3786580	41	Educational services, namely, providing classes, seminars, and workshops, all through podcasts, in the field of the Spanish language and Spanish culture; Providing Spanish language teaching through podcasts; Providing Spanish language tutoring through podcasts; providing on-line courses through podcasts in the field of Spanish language teaching, Spanish language learning, and Spanish language tutoring; providing an online database of information in the field of Spanish language teaching, tutoring and Spanish culture, all used in connection with podcast provided content; providing online non-downloadable electronic Spanish dictionaries, used in connection with podcast provided content; providing on-line tutorial assistance in the field of Spanish language learning, used in connection with podcast provided content; publication of online printable materials, namely, newsletters, magazines, journals, brochures in the field of Spanish language teaching and learning, Spanish

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				language tutoring, Spanish culture and travel in Spanish-speaking countries, all used in connection with podcast provided content
US	EnglishPod	Serial No.: 77861725 Registration No.: 3806738	41	Educational services, namely, providing educational podcasts and online courses through podcasts in the field of language teaching, language learning, language tutoring, language testing, and cultural learning; providing on-line databases of information in the field of language teaching, used in connection with podcast provided content; providing online non-downloadable electronic dictionaries, used in connection with podcast provided content
US	FrenchPod	Serial No.: 77340736 Registration No.: 3900964	41	Educational services, namely, providing classes, seminars, and workshops, all through podcasts, in the field of the French language and French culture; Providing French language teaching through podcasts; Providing French language tutoring through podcasts; providing on-line courses through podcasts in the field of French language teaching, French language learning, and French language tutoring; providing an online database of information in the field of French language teaching, tutoring and French culture, all used in connection with podcast provided content; providing online non-downloadable electronic French dictionaries, used in connection with podcast provided content; providing on-line tutorial assistance in the field of French language learning, used in connection with podcast provided content; publication of online printable materials, namely, newsletters, magazines, journals, brochures in the field of French language teaching and learning, French language tutoring, French culture and travel in French-speaking countries, all used in connection with podcast provided content
US	ItalianPod	Serial No.: 77340744 Registration No.: 3900965	41	Educational services, namely, providing classes, seminars, and workshops, all through podcasts, in the field of the Italian language and Italian culture; Providing Italian language teaching through podcasts; Providing Italian language tutoring through podcasts; providing on-line courses through podcasts in the field of Italian language teaching, Italian language learning, and Italian language tutoring; providing an online database of information in the field of Italian language teaching, tutoring and Italian culture, all used in connection with podcast provided content; providing online non-downloadable electronic Italian dictionaries, used in connection with podcast provided content; providing on-line tutorial assistance in the field of Italian language learning, used in connection with podcast provided content; publication of online printable materials, namely, newsletters, magazines, journals, brochures in the field of Italian language teaching and learning, Italian language tutoring, Italian culture and travel in Italy, all used in connection with podcast provided content
US	LanguagePod	Serial No.: 77340739 Registration No.: 3917395	41	Educational services, namely, providing educational podcasts, and online courses through podcasts, in the field of language teaching, language learning, language tutoring, language testing, and cultural learning; providing on-line databases of information in the field of language teaching, used in connection with podcast provided content; providing online non-downloadable electronic dictionaries, used in connection with podcast provided content

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EXECUTED)
by CHINESEPOD LIMITED)
a limited liability company incorporated)
in Hong Kong)
acting by:)
Michael Gleissner)
Director)
Date: April 24, 2014)



EXECUTED)
by OLN EDUCATION LIMITED)
a private limited company incorporated)
in United Kingdom)
acting by:)
Michael Gleissner)
Director)
Date: April 24, 2014)

