

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM350245

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	05/06/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pearson Education, Inc.		08/04/2015	Delaware Corporation:

RECEIVING PARTY DATA

Name:	Sandbox Networks, Inc.
Street Address:	501 Boylston Street
Internal Address:	Suite 900
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02116
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	85947818	FUNBRAIN
Registration Number:	4227961	FUNBRAIN
Registration Number:	4124501	FUNBRAIN
Serial Number:	86079984	GALACTIC HOT DOGS
Registration Number:	3599286	POPTROPICA
Registration Number:	4161663	POPTROPICA
Registration Number:	4411296	POPTROPICA
Registration Number:	4498615	POPTROPICA
Registration Number:	2618711	FACTMONSTER
Registration Number:	4378464	FAMILY EDUCATION
Registration Number:	2243975	FAMILY EDUCATION NETWORK
Registration Number:	2488478	INFOPLEASE

CORRESPONDENCE DATA

Fax Number: 6173454745

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

Phone: 617-345-4665

CH \$315.00 85947818

Email: trademarks@daypitney.com
Correspondent Name: Jeremy Blackowicz
Address Line 1: One International Place
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER: 783894.000000.JB

NAME OF SUBMITTER: Jeremy Blackowicz

SIGNATURE: /s/ Jeremy Blackowicz/

DATE SIGNED: 08/04/2015

Total Attachments: 2

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TRADEMARK ASSIGNMENT

THIS *NUNC PRO TUNC* Trademark Assignment is made at least as early as the 6th day of May 2015, between **Pearson Education, Inc.** ("Assignor"), a Delaware corporation, having its principal place of business at 1 Lake St, Upper Saddle River, NJ, 07458, United States and **Sandbox Networks, Inc.** ("Assignee"), a Delaware corporation, having its principal place of business at 501 Boylston Street, Suite 900, Boston, MA 02116, United States

WHEREAS, the Assignor is the owner of all registered and unregistered right, title and interest in and to the Trademarks listed in Schedule A hereto (the "Trademarks"), including the goodwill of the business symbolized thereby;

WHEREAS, the Assignee is the successor to the ongoing and existing business of the Assignor, or portion of the business for which the Trademarks will be used.

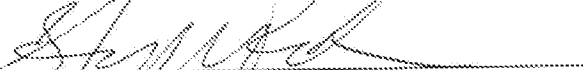
WHEREAS, the Assignor has agreed to assign the Trademarks to the Assignee, and the Assignee has agreed to accept such assignment.

NOW, THEREFORE, for good and valuable consideration, the Assignor hereby assigns to the Assignee, its successors and assigns, all its full right to and title in the Trademarks, including the right to sue for past infringement(s), together with the good will of the business related thereto.

IN WITNESS WHEREOF, the Assignor has caused this Agreement to be executed as of the date first written above.

DATED August 4, 2015

Pearson Education, Inc.



By: Stephanie M. Foster

Title: Vice President/Associate General Counsel - IP

SCHEDULE A

PEARSON EDUCATION, INC.

UNITED STATES TRADEMARK APPLICATIONS AND REGISTRATIONS

	Mark:	App. No.	Reg. No.
1.	FUNBRAIN	85947818	<i>Pending</i>
2.	FUNBRAIN	85977442	4227961
3.	FUNBRAIN	85307604	4124501
4.	GALACTIC HOT DOGS	86079984	<i>Pending</i>
5.	POPTROPICA	77221786	3599286
6.	POPTROPICA	77983187	4161663
7.	POPTROPICA	77788462	4411296
8.	POPTROPICA	85571280	4498615
9.	FACTMONSTER	76049819	2618711
10.	FAMILY EDUCATION	85546117	4378464
11.	FAMILY EDUCATION NETWORK	75315157	2243975
12.	INFOPLEASE	75691665	2488478