

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM352405

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
<b>SEQUENCE:</b>	1

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MCGRAW-HILL SCHOOL EDUCATION HOLDINGS, LLC		06/29/2015	LIMITED LIABILITY COMPANY: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	CTB/MCGRAW-HILL LLC
<b>Street Address:</b>	Two Penn Plaza
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10121
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

## PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
Registration Number:	3890163	CALIFORNIA ACHIEVEMENT TESTS
Registration Number:	4332499	CORELINK
Registration Number:	2723978	CTB
Registration Number:	2736345	CTB
Registration Number:	2723977	CTB
Registration Number:	0862440	CTBS
Registration Number:	2461567	FOX IN A BOX
Registration Number:	2539830	
Registration Number:	3263540	LANGUAGE ASSESSMENT SYSTEM
Registration Number:	1596392	LAS
Registration Number:	3645011	LAS LINKS
Registration Number:	3648905	LAS LINKS
Registration Number:	4199809	LAS LINKS ONLINE
Registration Number:	4199820	LAS LINKS ONLINE
Registration Number:	2160351	LASSCORE
Serial Number:	85793006	MOSAIC
Serial Number:	86464996	OPTIMAL TEST DESIGNER

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TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4211282	PRELAS OBSERVATIONAL ASSESSMENT
Registration Number:	1921784	REPORTMATE
Registration Number:	0686652	SCOREZE
Serial Number:	86298901	SHADOWCAT
Serial Number:	86310634	
Registration Number:	2145512	SUPERA
Registration Number:	1858578	TABE
Registration Number:	4509885	TABE
Registration Number:	3184449	TABE
Registration Number:	2994430	TABE
Registration Number:	4504745	TABE
Registration Number:	1857569	TABE-PC
Serial Number:	86156337	TASC TEST ASSESSING SECONDARY COMPLETION
Serial Number:	86469795	TASC TEST ASSESSING SECONDARY COMPLETION
Registration Number:	2207329	TCS
Registration Number:	4448845	TERRANOVA
Registration Number:	2092077	TERRANOVA
Registration Number:	4317637	TERRANOVA3
Serial Number:	86469788	TEST ASSESSING SECONDARY COMPLETION
Registration Number:	1543323	TESTMATE
Registration Number:	2245920	TESTMATE CLARITY
Registration Number:	4628083	WRITING ROADMAP
Registration Number:	4628081	WRITING ROADMAP

**CORRESPONDENCE DATA**

**Fax Number:**

*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:** 414-298-8185  
**Email:** tadmin@reinhartlaw.com  
**Correspondent Name:** Daniel E. Kattman  
**Address Line 1:** 1000 N Water St.  
**Address Line 2:** Suite 1900  
**Address Line 4:** Milwaukee, WISCONSIN 53202

<b>ATTORNEY DOCKET NUMBER:</b>	024282-0023
<b>NAME OF SUBMITTER:</b>	Daniel E. Kattman
<b>SIGNATURE:</b>	/dek/
<b>DATE SIGNED:</b>	08/24/2015

**Total Attachments: 5**

source=U.S. McGraw Hill School Education Holdings (s) - CTB TM Assignment#page1.tif  
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**ASSIGNMENT**

**THIS ASSIGNMENT** is made as of June 29, 2015, by and between McGraw Hill School Education Holdings, LLC, Delaware limited liability company, located at Two Penn Plaza, New York, New York 10121, USA (hereinafter called "the Assignor") on the one hand, and CTB/McGraw-Hill LLC, a Delaware limited liability company, located at Two Penn Plaza, New York, New York 10121(hereinafter called "the Assignee") on the other hand.

**WHEREAS**, the Assignor is the owner of the trademarks listed on the attached Schedule A, including the registrations and applications therefor, and all goodwill associated therewith (collectively the "Trademarks");

**WHEREAS**, the Assignor wishes to sell and assign, and the Assignee wishes to purchase and assume the Trademarks;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby severally acknowledged, the parties hereto agree as follows:

- (1) The Assignor hereby assigns to the Assignee all right, title and, interest in, to and under the Trademarks, including all registrations and applications therefor, together with the goodwill associated therewith. This assignment is made in connection with the transfer of the business to which the Trademarks pertain.
- (2) The Assignor further grants to the Assignee the right to recover damages and all other relief for all infringements of the Trademarks that have occurred prior to the date of this Assignment with the right to sue for and collect the same, for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives, free and clear of all liens, claims, charges, security interests, and other encumbrances.

*[Signature page follows]*

U.S.


IN WITNESS WHEREOF, this Assignment has been duly executed by the parties as of the date first written above.

**MCGRAW-HILL SCHOOL EDUCATION HOLDINGS, LLC**

By:   
Name: Patrick Milano  
Title: Executive Vice President

**CERTIFICATE OF NOTARIZATION**

This 30 day of June, 2015, before me personally came the above-named \_\_\_\_\_, to me personally known as the individual who executed the foregoing instrument, who acknowledged to me that the same was executed by him/her of his/her own free will for the purposed set forth therein.

 Notary-Signature  
~~Stamen~~ STAMEN CARNEY  
Notary Public, State of New York  
No. 01CA49679'5  
Qualified in New York County  
Commission Expires 6/1/2018

**CTB/MCGRAW-HILL LLC**

By: \_\_\_\_\_  
Name: Ellen Haley  
Title: President

**CERTIFICATE OF NOTARIZATION**

This \_\_\_\_\_ day of June, 2015, before me personally came the above-named \_\_\_\_\_, to me personally known as the individual who executed the foregoing instrument, who acknowledged to me that the same was executed by him/her of his/her own free will for the purposed set forth therein.

\_\_\_\_\_  
Notary-Signature Stamp:

U.S.

IN WITNESS WHEREOF, this Assignment has been duly executed by the parties as of the date first written above.

**MCGRAW-HILL SCHOOL EDUCATION HOLDINGS, LLC**

By: \_\_\_\_\_  
Name: Patrick Milano  
Title: Executive Vice President

**CERTIFICATE OF NOTARIZATION**

This \_\_\_\_\_ day of June, 2015, before me personally came the above-named \_\_\_\_\_, to me personally known as the individual who executed the foregoing instrument, who acknowledged to me that the same was executed by him/her of his/her own free will for the purposed set forth therein.

\_\_\_\_\_  
Notary-Signature Stamp:

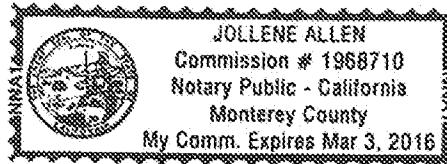
**CTB/MCGRAW-HILL LLC**

By: *Ellen Haley*  
Name: Ellen Haley  
Title: President

**CERTIFICATE OF NOTARIZATION**

This 30 day of June, 2015, before me personally came the above-named Ellen Haley, to me personally known as the individual who executed the foregoing instrument, who acknowledged to me that the same was executed by him/her of his/her own free will for the purposed set forth therein.

*Jollene Allen*  
Notary-Signature Stamp:



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**Schedule A**

Country	Mark	Application No.	Application Date	Registration No.	Registration Date
United States	CALIFORNIA ACHIEVEMENT TESTS	85/026,509	29-Apr-10	3,890,163	14-Dec-10
United States	CORELINK	85/405,497	24-Aug-11	4,332,499	7-May-13
United States	CTB	76/438,720	8-Aug-02	2,723,978	10-Jun-03
United States	CTB	76/438,719	8-Aug-02	2,736,345	15-Jul-03
United States	CTB	76/438,718	8-Aug-02	2,723,977	10-Jun-03
United States	CTBS	72/298,664	19-Apr-68	862,440	24-Dec-68
United States	FOX IN A BOX	76/039,057	2-May-00	2461567	19-Jun-01
United States	FOX IN A BOX Design	76/144,814	11-Oct-00	2,539,830	19-Feb-02
United States	LANGUAGE ASSESSMENT SYSTEM	78/678,070	26-Jul-05	3,263,540	10-Jul-07
United States	LAS	73/827,412	25-Sep-89	1,596,392	15-May-90
United States	LAS LINKS	78/793,851	24-Jan-06	3,645,011	23-Jun-09
United States	LAS LINKS & Design	78/853,690	4-Apr-06	3648905	30-Jun-09
United States	LAS LINKS ONLINE & design	85/365,611	7-Jul-11	4199809	28-Aug-12
United States	LAS LINKS ONLINE & Design	85/368,445	11-Jul-11	4,199,820	28-Aug-12
United States	LASSCORE (Stylized)	75/276,256	17-Apr-97	2,160,351	26-May-98
United States	MOSAIC Logo	85/793,006	3-Dec-12		
United States	OPTIMAL TEST DESIGNER	86/464,996	25-Nov-14		
United States	PRELAS OBSERVATIONAL ASSESSMENT	85/365,555	7-Jul-11	4211282	18-Sep-12
United States	REPORTMATE	74/584,592	12-Dec-94	1,921,784	26-Sep-95
United States	SCOREZE (Stylized)	72/055,569	18-Jul-58	686,652	13-Oct-59
United States	SHADOWCAT	86/298,901	3-Jun-14		
United States	ShadowCat Cat Design	86/310,634	16-Jun-14		
United States	SUPERA (Super)	75/208,544	5-Dec-96	2,145,512	17-Mar-98
United States	TABE	74/450,944	25-Oct-93	1,858,578	18-Oct-94
United States	TABE	86/018,652	24-Jul-13	4,509,885	8-Apr-14
United States	TABE and Plant Design	78/404,714	20-Apr-04	3,184,449	12-Dec-06
United States	TABE and Plant Design	78/350,495	12-Jan-04	2,994,430	13-Sep-05
United States	TABE and Plant Design	86/018,671	24-Jul-13	4,504,745	1-Apr-14
United States	TABE-PC	74/450,802	25-Oct-93	1,857,569	11-Oct-94
United States	TASC TEST ASSESSING SECONDARY COMPLETION	86/156,337	2-Jan-14		
United States	TASC TEST ASSESSING SECONDARY COMPLETION and Design	86/469,795	3-Dec-14		
United States	TCS	75/426,234	30-Jan-98	2,207,329	1-Dec-98
United States	TERRANOVA	85/725,464	11-Sep-12	4,448,845	10-Dec-13
United States	TERRANOVA & Globe Logo Design	75/043,468	16-Jan-96	2,092,077	26-Aug-97

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United States	TERRANOVA3 & Square Logo Design	85/255,952	2-Mar-11	4,317,637	9-Apr-13
United States	TEST ASSESSING SECONDARY COMPLETION	86/469,788	3-Dec-14		
United States	TESTMATE	73/695,686	16-Nov-87	1543323	13-Jun-89
United States	TESTMATE CLARITY	75/443,983	3-Mar-98	2,245,920	18-May-99
United States	WRITING ROADMAP	86/213,130	6-Mar-14	4,628,083	28-Oct-14
United States	WRITING ROADMAP AND DESIGN	86/213,108	6-Mar-14	4628081	28-Oct-14

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