

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM424891

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
SEQUENCE:	2		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WHY Holding Corp.		02/28/2017	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Macmillan Holdings, LLC		
Street Address:	175 Fifth Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	Corporation: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4734404	SAPLING LEARNING	
CORRESPONDENCE DATA			
Fax Number:	2124898340		
<i>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.</i>			
Phone:	212 489-8230		
Email:	schop@dwt.com		
Correspondent Name:	Alexandra Nicholson		
Address Line 1:	Davis Wright Tremaine LLP		
Address Line 2:	1251 Avenue of the Americas, 21st Floor		
Address Line 4:	New York, NEW YORK 10020		
ATTORNEY DOCKET NUMBER:	0086829-000043		
NAME OF SUBMITTER:	Alexandra Nicholson		
SIGNATURE:	/Alexandra Nicholson/		
DATE SIGNED:	04/25/2017		
Total Attachments: 2			
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ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS, effective as of February 28, 2017, from WHY Holding Corp. ("Assignor") to Macmillan Holdings, LLC, a New York corporation, located at 175 Fifth Avenue, New York, NY 10010 ("Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademark registrations and applications listed on the attached "Schedule of Trademarks" (the "Trademarks"), together with the goodwill of the business symbolized by and associated with the Trademarks; and

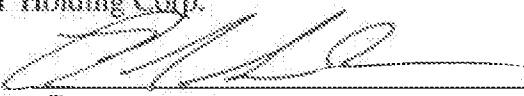
WHEREAS, any application listed on the Schedule of Trademarks for which the current filing basis is applicant's *bona fide* intention to use the mark under §1(b) of the Trademark Act is being assigned as part of the business to which the mark pertains; and

WHEREAS, Assignor desires to assign to Assignee all of its right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by and associated with the Trademarks; and

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by and associated with the Trademarks, and to stand in the place of Assignor in all matters related thereto;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by and associated with the Trademarks, and the right to sue and collect for past infringement thereof.


WHY Holding Corp.

By: 
Name: Paul Steven
Title: General Counsel

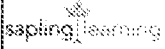
State of NY)
County of Kings) ss.

On this 15th day of March, 2017, before me, personally appeared Paul Steven, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as (Title) General Counsel of WHY Holding Corp., and acknowledged to me that he/she executed the same.

Witness my hand and official seal.


Notary Public
Alice Fradin
Notary Public, State of New York
Reg. No. 02FR6284846
Qualified in Kings County
Comm. Expires: 07/02/2020

Schedule of Trademarks
Assignor: WHY Holding Corp.
Assignee: Macmillan Holdings, LLC

Country	Mark	App #	File Date	Reg #	Reg Date
United States	SAPLING LEARNING & Design 	86/323841	06/30/2014	4734404	05/12/2015

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