

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM493987

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Houghton Mifflin Harcourt Publishing Company		10/01/2018	Corporation: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Riverside Assessments, LLC		
Street Address:	One Pierce Place, Suite 900W		
Internal Address:	Attention: CEO		
City:	Itasca		
State/Country:	ILLINOIS		
Postal Code:	60143		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 50			
Property Type	Number	Word Mark	
Serial Number:	87775876	BATERIA IV	
Serial Number:	87775895	BATERÍA IV	
Registration Number:	2756951	BEAR BASIC EARLY ASSESSMENT OF READING	
Registration Number:	2946363	BEAR BASIC EARLY ASSESSMENT OF READING	
Registration Number:	3131741	BATERIA III	
Registration Number:	3131805	BATERIA III WOODCOCK-MUÑOZ	
Registration Number:	2769779	BEAR	
Registration Number:	2605875	BEAR	
Registration Number:	2828276	BEAR	
Registration Number:	2605874	BEAR	
Registration Number:	2939148	BEAR BASIC EARLY ASSESSMENT OF READING C	
Registration Number:	1198662	BENDER	
Registration Number:	1492201	COGAT	
Registration Number:	2364704	COMPUSCORE	
Registration Number:	3125501	DAR DIAGNOSTIC ASSESSMENTS OF READING	
Registration Number:	4819555	ECAD	
Registration Number:	4828602	ECAD	
Registration Number:	4819556	ECAD	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	2444444	GATES-MACGINITIE READING TESTS
Registration Number:	2444443	GATES-MACGINITIE READING TESTS
Registration Number:	1517921	IOWA TESTS OF BASIC SKILLS
Registration Number:	2964654	IOWA TESTS OF EDUCATIONAL DEVELOPMENT
Registration Number:	1477647	ITBS
Registration Number:	1496736	ITED
Registration Number:	2586557	LOGRAMOS
Registration Number:	2766610	LOGRAMOS
Registration Number:	2662865	MEASURING LESS WOULD BE UNBEARABLE
Registration Number:	3200139	QELI
Registration Number:	3144042	QUALLS EARLY LEARNING INVENTORY
Registration Number:	3144043	QUALLS EARLY LEARNING INVENTORY
Registration Number:	0767596	RIVERSIDE
Registration Number:	2549134	THE IOWA TESTS
Registration Number:	2265725	UNIT
Registration Number:	2265726	UNIT UNIVERSAL NONVERBAL INTELLIGENCE TE
Registration Number:	4752097	WIIIP
Registration Number:	4805550	WIIIP
Registration Number:	4752100	WIIIP
Registration Number:	4805553	WIIIP
Registration Number:	2456103	WJ-III
Registration Number:	2458192	WJ III
Registration Number:	2458193	WJ III
Registration Number:	3182305	WJ III DIAGNOSTIC READING BATTERY
Registration Number:	3170450	WJ III DIAGNOSTIC READING BATTERY
Registration Number:	3395326	WJ III NU
Registration Number:	3395327	WJ III NU
Registration Number:	4847523	WJ IV
Registration Number:	4802494	WJ IV
Registration Number:	1803155	WJ-R
Registration Number:	1801920	WOODCOCK-JOHNSON
Registration Number:	3161467	WOODCOCK-MUÑOZ LANGUAGE SURVEY

CORRESPONDENCE DATA

Fax Number: 6504936811

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: 650-493-9300

Email: trademarks@wsgr.com, ckahn@wsgr.com

Correspondent Name:	WILSON SONSINI GOODRICH & ROSATI
Address Line 1:	650 Page Mill Road
Address Line 4:	Palo Alto, CALIFORNIA 94304-1050

ATTORNEY DOCKET NUMBER:	49196-010/ck9
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NAME OF SUBMITTER:	Barath Chari
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SIGNATURE:	/Barath Chari/
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DATE SIGNED:	10/15/2018
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Total Attachments: 6

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is executed as of October 1, 2018 by Houghton Mifflin Harcourt Publishing Company, a Massachusetts corporation ("Seller"), for the benefit of Riverside Assessments, LLC, a Delaware limited liability company ("Buyer").

RECITALS

WHEREAS, on September 12, 2018, Buyer, Seller and, solely for purposes of Sections 8.2 and 8.3 thereof, Houghton Mifflin Harcourt Company, a Delaware corporation, entered into an Asset Purchase Agreement (as amended, the "Purchase Agreement"); and

WHEREAS, this Assignment is being executed and delivered incident to the closing of the transactions contemplated by the Purchase Agreement;

NOW, THEREFORE, in consideration of the covenants and agreements contained in this Assignment and the Purchase Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller, by its execution of this Assignment, and Buyer, by its acceptance of this Assignment, agree as follows:

1. Assignment. Seller hereby assigns to Buyer all of Seller's right, title and interest in and to all trademarks, trademark registrations, trademark applications, and trade names used or held for use by Seller primarily in the conduct of the Business, including those listed on Schedule A, including the goodwill of the business connected with the use of, and symbolized by, said marks, but, notwithstanding anything to the contrary, excluding any Excluded Asset.

2. Terms of Purchase Agreement. The representations, warranties, covenants and agreements contained in the Purchase Agreement shall not be superseded hereby. In the event of any conflict or inconsistency between the terms of the Purchase Agreement and the terms hereof, the terms of the Purchase Agreement shall govern and control. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Purchase Agreement.

3. Governing Law. This Assignment and all claims or causes of action (whether in contract or tort) that may be based upon, arise out of or relate to this Assignment, or the negotiation, execution or performance of this Assignment shall be governed by and construed in accordance with the internal laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of laws of any jurisdiction other than those of the State of Delaware.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Seller has caused this Trademark Assignment to be duly executed and delivered as of the date first above written.

**HOUGHTON MIFFLIN HARCOURT
PUBLISHING COMPANY**

By: 

Name: William F. Bayers

Title: FVP, General Counsel & Secretary

[Signature Page to Trademark Assignment]

SCHEDULE A TO TRADEMARK ASSIGNMENT

Trademark	Jurisdiction	Application Date	Application Number	Registration Date	Registration Number
BASIC EARLY ASSESSMENT OF READING & design	United States	6/6/2001	76267561	8/26/2003	2756951
BASIC EARLY ASSESSMENT OF READING & design	United States	6/6/2001	76267764	5/3/2005	2946363
BATERIA III & DESIGN	United States	6/27/2005	76641834	8/22/2006	3131741
BATERIA III WOODCOCK-MUÑOZ	United States	12/5/2005	76651302	8/22/2006	3131805
BATERIA IV & Design	United States	1/30/2018	87775876	Registration Pending	Registration Pending
BATERIA IV & Design	United States	1/30/2018	87775895	Registration Pending	Registration Pending
BEAR	United States	6/6/2001	76267777	9/30/2003	2769779
BEAR	United States	6/6/2001	76267706	8/6/2002	2605875
BEAR & design	United States	6/6/2001	76267701	3/30/2004	2828276
BEAR & design	United States	6/6/2001	76267705	8/6/2002	2605874
BEAR BASIC EARLY ASSESSMENT OF READING COMPUTER ADMINISTERED & design	United States	6/2/2003	76518616	4/12/2005	2939148
BENDER	United States	9/8/1980	73277187	6/22/1982	1198662
COGAT	United States	9/24/1987	73686186	6/14/1988	1492201

Trademark	Jurisdiction	Application Date	Application Number	Registration Date	Registration Number
COMPUSCORE	United States	9/23/1999	75807289	7/4/2000	2364704
DAR DIAGNOSTIC ASSESSMENTS OF READING & design	United States	6/27/2005	76641837	8/8/2006	3125501
ECAD	United States	9/17/2014	86397308	9/22/2015	4819555
ECAD	United States	9/17/2014	86397327	10/6/2015	4828602
ECAD	United States	9/17/2014	86397316	9/22/2015	4819556
GATES-MACGINITIE READING TESTS	United States	4/19/2000	76029749	4/17/2001	2444444
GATES-MACGINITIE READING TESTS & design	United States	4/19/2000	76029628	4/17/2001	2444443
IOWA TESTS OF BASIC SKILLS	United States	7/10/1987	73671089	12/27/1988	1517921
IOWA TESTS OF EDUCATIONAL DEVELOPMENT	United States	11/20/2003	76563169	7/5/2005	2964654
ITBS	United States	7/10/1987	73671094	2/23/1988	1477647
ITED	United States	11/2/1987	73693103	7/19/1988	1496736
LOGRAMOS	United States	1/10/2001	76192240	6/25/2002	2586557
LOGRAMOS & design	United States	10/25/2002	76461926	9/23/2003	2766610
MEASURING LESS WOULD BE UNBEARABLE	United States	1/29/2002	76364289	12/17/2002	2662865
QELI	United States	8/22/2005	76645272	1/23/2007	3200139

Trademark	Jurisdiction	Application Date	Application Number	Registration Date	Registration Number
QUALLS EARLY LEARNING INVENTORY	United States	7/15/2005	76642909	9/19/2006	3144042
QUALLS EARLY LEARNING INVENTORY & design	United States	7/15/2005	76642910	9/19/2006	3144043
RIVERSIDE	United States	4/2/1963	72165924	3/31/1964	0767596
THE IOWA TESTS	United States	5/2/2000	76039447	3/19/2002	2549134
UNIT & design	United States	1/29/1998	75425934	7/27/1999	2265725
UNIVERSAL NONVERBAL INTELLIGENCE TEST & design	United States	1/29/1998	75425942	7/27/1999	2265726
WIIP	United States	12/12/2014	86478654	12/12/2014	4752097
WIIP	United States	12/12/2014	86478726	9/1/2015	4805550
WIIP & design	United States	12/16/2014	86481574	12/16/2014	4752100
WIIP & design	United States	12/16/2014	86481622	9/1/2015	4805553
WJ III	United States	5/5/1999	75698540	5/29/2001	2456103
WJ III	United States	5/5/1999	75698458	6/5/2001	2458192
WJ III & design	United States	5/5/1999	75698541	6/5/2001	2458193
WJ III DIAGNOSTIC READING BATTERY & design	United States	6/27/2005	76641833	12/12/2006	3182305
WJ III DIAGNOSTIC READING BATTERY &	United States	6/27/2005	76641836	11/14/2006	3170450

Trademark	Jurisdiction	Application Date	Application Number	Registration Date	Registration Number
design					
WJ III NU & design	United States	7/24/2006	76663575	3/11/2008	3395326
WJ III NU & design	United States	7/24/2006	76663576	3/11/2008	3395327
WJ IV & design	United States	10/1/2014	86411516	11/3/2015	4847523
WJ IV & design	United States	10/1/2014	86411395	9/1/2015	4802494
WJ-R	United States	6/29/1992	74367189	11/9/1993	1803155
WOODCOCK-JOHNSON	United States	6/29/1992	74289618	11/2/1993	1801920
WOODCOCK-JOHNSON	United States	6/29/1992	74289618	11/2/1993	1801920
WOODCOCK-MUÑOZ LANGUAGE SURVEY	United States	12/5/2005	76651303	10/24/2006	3161467
WOODCOCK-MUÑOZ LANGUAGE SURVEY	United States	12/5/2005	76651303	10/24/2006	3161467