

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Engrade, Inc.		02/18/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	McGraw-Hill School Education Holdings, LLC		
Street Address:	Two Penn Plaza		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10121		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3504931	ENGRADE	
CORRESPONDENCE DATA			
Fax Number:	9142880023		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	914-821-9072		
Email:	tmdocket@leasonellis.com, clarke@leasonellis.com		
Correspondent Name:	Karin Segall - Leason Ellis LLP		
Address Line 1:	One Barker Avenue, Fifth Floor		
Address Line 4:	White Plains, NEW YORK 10601		
ATTORNEY DOCKET NUMBER:	05842/808000-001		
NAME OF SUBMITTER:	Deirdre A. Clarke		
Signature:	/deidreclarke/		
Date:	02/20/2014		
Total Attachments: 1 source=engrade assignment#page1.tif			

OP \$40.00 3504931

**TRADEMARK ASSIGNMENT**

WHEREAS, Engrade, Inc., a Delaware Corporation, with an address of 2800 28<sup>th</sup> Street, Suite 306, Santa Monica, California 90405 (herein "Assignor"), is the owner of the trademark listed below (the "Assigned Trademark"):

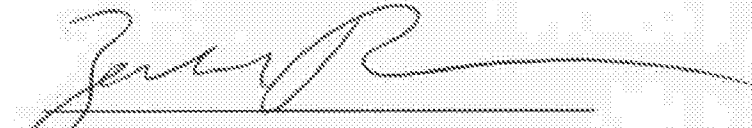
<b>TRADEMARK</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
ENGRADE	3504931	September 23, 2008

WHEREAS, McGraw-Hill School Education Holdings, LLC, a limited liability company organized and existing under the laws of the State of Delaware, with an address at Two Penn Plaza, New York, New York 10121 ("Assignee"), is desirous of acquiring the entire, right, title and interest in and to the Assigned Trademark and in and to any registrations, renewals and extension that may be granted thereon, together with the goodwill of the business connected therewith;

THEREFORE, BE IT KNOWN that for and in consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers the entire right, title and interest in and to the said Assigned Trademark and any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement unto Assignee, its successors and assigns.

Engrade, Inc.

Date: February 18, 2014

  
Name: Zach Palmer  
Title: CEO