

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM377100

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pearson New Zealand Limited		12/10/2015	Limited Liability Company: NEW ZEALAND
RECEIVING PARTY DATA			
Name:	Pearson Australia Group Pty Ltd		
Street Address:	707 Collins Street		
City:	Docklands		
State/Country:	AUSTRALIA		
Postal Code:	VIC 3008		
Entity Type:	Proprietary Limited Company: AUSTRALIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3197998	SAILS	
CORRESPONDENCE DATA			
Fax Number:	9526813066		
<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:	703-727-9460		
Email:	docket.trademarks@pearson.com		
Correspondent Name:	Alisa Key, Esq./Pearson Legal Dept.		
Address Line 1:	5601 Green Valley Drive		
Address Line 4:	Bloomington, MINNESOTA 55437		
DOMESTIC REPRESENTATIVE			
Name:	Alisa Key, Esq./Pearson Legal Dept.		
Address Line 1:	5601 Green Valley Drive		
Address Line 4:	Bloomington, MINNESOTA 55437		
NAME OF SUBMITTER:	Alisa Key		
SIGNATURE:	/Alisa Key/		
DATE SIGNED:	03/18/2016		
Total Attachments: 3			

OP \$40.00 3197998

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Deed of Assignment of Trade Marks

Assignment dated the 10 day of December, 2015

Parties

- 1 Pearson New Zealand Limited of 67 Apollo Drive, Rosedale, Auckland 0632, New Zealand ('Assignor')
- 2 Pearson Australia Group Pty Ltd of 707 Collins Street, Docklands, Victoria 3008, Australia ACN 004 245 943 ('Assignee').

Background

- A The Assignor is the registered owner of the trade marks referred to in the attached Schedule ('the Trade Marks').
- B The Assignor has agreed to assign to the Assignee the Trade Marks and all rights pertaining thereto, for the consideration referred to herein.

Covenants

- 1 In consideration of the sum of \$1.00, the Assignor HEREBY ASSIGNS and transfers to the Assignee all of the estate, right, title and interest in the Trade Marks including all statutory and common law rights, copyright and goodwill attaching thereto and the right to sue for past infringements and passing off and to retain any damages obtained as a result of such action, together with the goodwill associated with its trade in the particular goods/services or class of goods/services upon or in relation to which the Trade Marks have been used.

Further assurances

- 2 The Assignor agrees to execute all documents which may be necessary in order to absolutely vest full title and interest in the Trade Marks in the Assignee.

Governing law

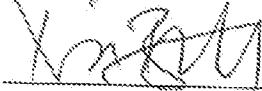
- 3 This Agreement shall be construed according to and governed by the laws of the State of Victoria, Australia.

Deed binding and delivered

- 4 This document has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

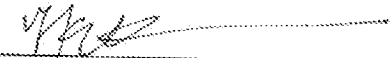
Execution

Signed by David Barnett for and on behalf of
Pearson New Zealand Limited:



Director's Signature

In the presence of:



Witness Signature

TAHA HAIDEMOTA, SOLICITOR.

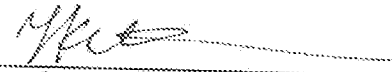
Witness Name and Occupation

Signed by David Lyons for and on behalf
of Pearson Group Australia Pty Ltd:



Director's Signature

In the presence of:














Witness Signature

TAHA HAIDEMOTA, SOLICITOR.

Witness Name and Occupation

Schedule of Trade Marks

COUNTRY	TRADE MARK	CLASS(ES)	APPLICATION NO.	REGISTRATION NO.
Australia	 Sails	9, 16, 41	950768	950768
Canada	 Sails		1177602	TMA631593
China	 Sails	16	7452654	7452654
China	 Sails	41	4733507	4733507
China	 Sails	9	4733509	4733509
CTM	 Sails	9, 16, 41	003174811	003174811
New Zealand	 Sails	9, 16, 41	677426	677426
South Africa	 Sails	9	2003/06285	2003/06285
South Africa	 Sails	16	2003/06286	2003/06286
South Africa	 Sails	41	2003/06287	2003/06287
United States	 Sails	16	78/305598	3197998