

05-24-2000

MID OPR/FINANCE
S2-w



101366533

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
01202000
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name JLC Learning Corporation

01202000

Formerly Jostens Learning Corporation

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name CompassLearning, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Suite 500

Address (line 2) 9920 Pacific Heights Blvd.

Address (line 3) San Diego
City

CA
State/Country

92121
Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

05/23/2000

JJALLANE 00000014 75633167

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
750.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002078 FRAME: 0070

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Jonathon Reichman

Address (line 1) Kenyon & Kenyon

Address (line 2) One Broadway

Address (line 3) New York, NY 10004-1050

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 858-646-6298

Name Peggy Sparks

Address (line 1) IIC Learning Corporation

Address (line 2) 9920 Pacific Heights Blvd.

Address (line 3) Suite 500

Address (line 4) San Diego, CA 92121

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

75633167	75668976	75668977
75169818		

Registration Number(s)

2084423	2240746	1923500
2014451	2053034	1396585
1411116	2229384	2054029

Number of Properties

Enter the total number of properties involved. # 31

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ \$790.00

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Joyce F. Russell, Sr. VP/CFO

Name of Person Signing

Joyce F. Russell
Signature

3/23/00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expire 08/30/99
OMB 0951-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

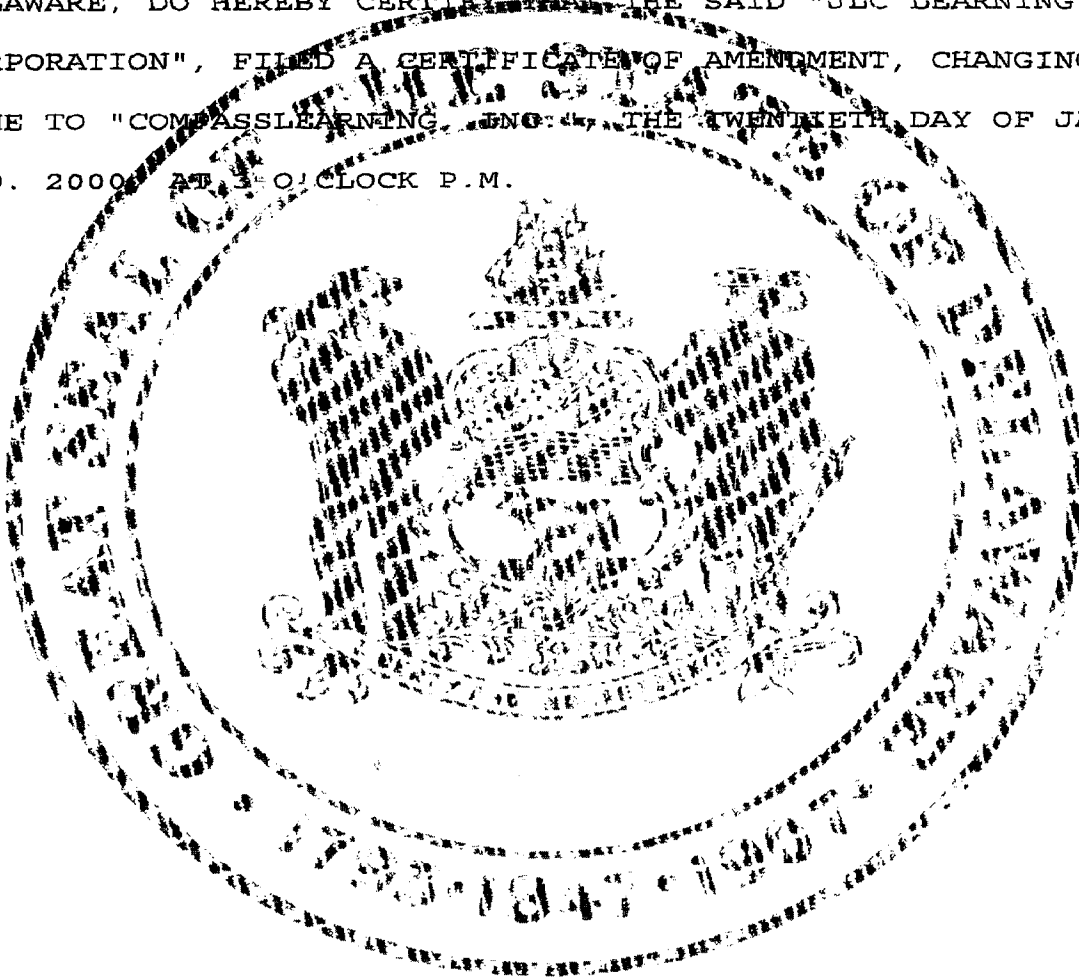
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1765662	1956376	1332979
2106204	1987165	2042802
1368953	2108138	2294287
2198904	918463	2042803
2050313	1990919	
1712302	1633030	
2029755	2219515	

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "JLC LEARNING CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "COMPASSLEARNING, INC." ON THE TWENTIETH DAY OF JANUARY, A.D. 2000 AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3042018 8320
001032111

AUTHENTICATION: 0210525
DATE: 01-21-00

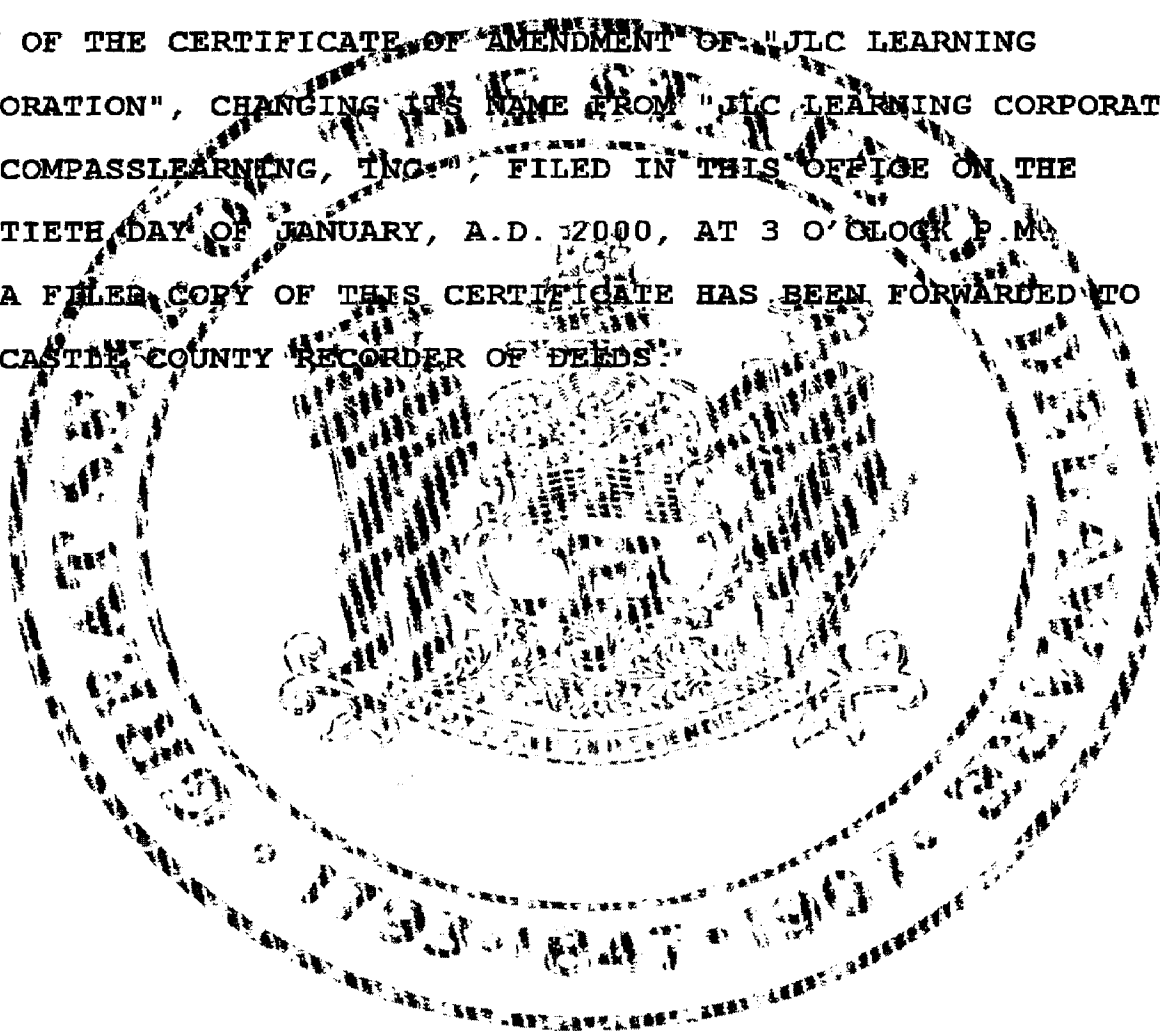
TRADEMARK
REEL: 002078 FRAME: 0073

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JLC LEARNING CORPORATION", CHANGING ITS NAME FROM "JLC LEARNING CORPORATION" TO "COMPASSLEARNING, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2000, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3042018 8100

001031535

AUTHENTICATION: 0210144

DATE: 01-20-00

TRADEMARK
REEL: 002078 FRAME: 0074

SECOND CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
JLC LEARNING CORPORATION

I, Martin E. Kenney, Jr., Chief Executive Officer of JLC Learning Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware ("DGCL") (the "Corporation"), DO HEREBY CERTIFY as follows:

1. The amendment to the Certificate of Incorporation set forth in the following resolution has been approved by the Corporation's Board of Directors and was duly adopted in accordance with the provisions of Section 242 of the DGCL.

"RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to read as follows:

FIRST: The name of the Corporation is:

CompassLearning, Inc."

2. That in lieu of a meeting and vote of stockholders, the stockholders have given consent to said amendment in accordance with the provisions of Section 242 and 228 of the DGCL.

3. That the aforesaid amendments were duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, this Second Certificate of Amendment has been executed on behalf of the Corporation by its Secretary on this 18 day of January, 2000.

JLC LEARNING CORPORATION


Martin E. Kenney, Jr.
Chief Executive Officer

WRITTEN CONSENT OF
THE SOLE STOCKHOLDER OF
JLC LEARNING CORPORATION

The undersigned sole stockholder of JLC Learning Corporation, a Delaware Corporation (the "Corporation"), hereby adopts the following resolutions by written consent as authorized by the Bylaws of the Corporation and Section 228 of the Delaware General Corporation Law:

Corporate Name Change.

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation and its stockholders to amend the Corporation's Certificate of Incorporation to change the corporate name from JLC Learning Corporation to COMPASSLEARNING, INC.

RESOLVED, that Article First of the Certificate of Incorporation shall be amended to read as follows:

"FIRST: The name of the corporation is:

COMPASSLEARNING, INC."

RESOLVED FURTHER, that the officers of the Corporation, and any of them, are each authorized and directed to execute and file the Second Certificate of Amendment of the Certificate of Incorporation with the Delaware Secretary of State on behalf of the Corporation.

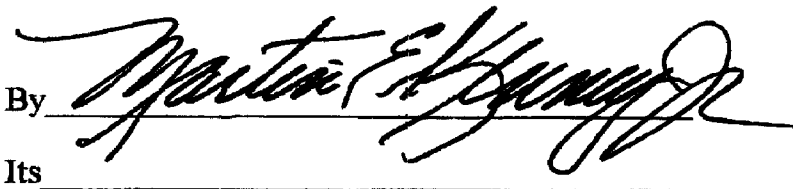
This Written Consent shall be filed with the Minutes of the proceedings of the Board of Directors and stockholders.

Dated as of January 18, 2000.

WRC MEDIA, INC.

By

Its



UNANIMOUS WRITTEN CONSENT OF
OF THE BOARD OF DIRECTORS OF
JLC LEARNING CORPORATION

Dated January 18, 2000

The undersigned, being all the directors of JLC Learning Corporation, a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions by written consent as authorized by Section 108 of the Delaware General Corporation Law:

Corporate Name Change.

WHEREAS, it is in the best interest of the Corporation and the stockholders of the Corporation to amend Article FIRST of its Certificate of Incorporation to change the corporate name from JLC Learning Corporation to COMPASSLEARNING, INC. (the "Name Change").

RESOLVED, that the Certificate of Incorporation shall be amended to read as follows:

"FIRST: The name of the corporation is:

COMPASSLEARNING, INC.

RESOLVED FURTHER, that the officers of the Corporation, and any of them, are each authorized and directed to execute and file the Second Certificate of Amendment of the Certificate of Incorporation with the Delaware Secretary of State on behalf of the Corporation upon obtaining shareholder approval to the Name Change.

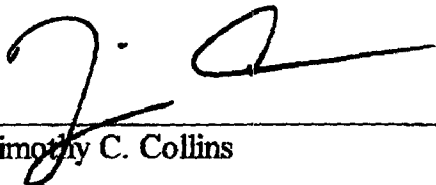
Enabling Resolution.

RESOLVED, that the officers and directors of this Corporation, and any of them, are each hereby authorized and directed to execute all documents and to take such action in order to carry out and perform the purposes of the foregoing resolutions.

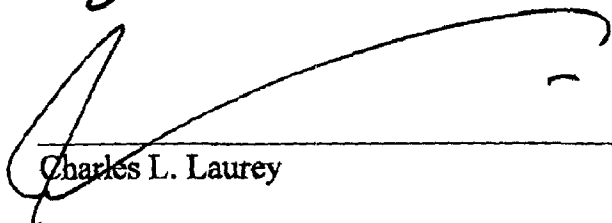
This Unanimous Written Consent shall be filed with the Minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of the Directors.

This Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument

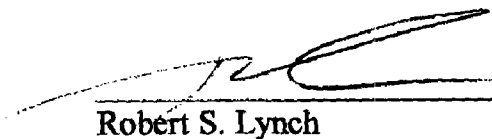
This Unanimous Written Consent is effective as of the first date written above.



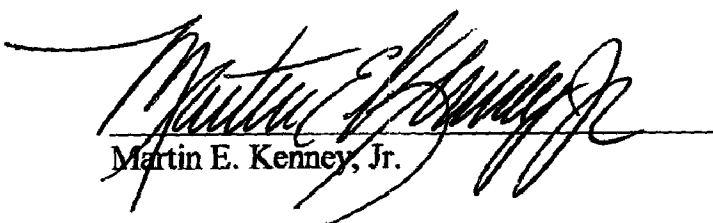
Timothy C. Collins



Charles L. Laurey



Robert S. Lynch



Martin E. Kenney, Jr.

AMENDED STATEMENT BY
FOREIGN CORPORATION

Compass Learning, Inc.

(Name of Corporation)


a corporation organized and existing under the laws of Delaware, and which is presently
(State of Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, make the following statement:

That the name of the corporation has been changed to that hereinabove set forth and that the name relinquished at
the time of such change was

JLC Learning Corporation

Compass Learning, Inc.,
a Delaware corporation
(Name of Corporation)


(Signature of Corporate Officer)

Joyce F. Russell, Chief Financial Officer
(Typed Name and Title of Officer Signing)

AMENDED STATEMENT BY
FOREIGN CORPORATION

CompassLearning, Inc.

(Name of Corporation)

a corporation organized and existing under the laws of Delaware, and which is presently
(State of Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, make the following statement:

That the name of the corporation has been changed to that hereinabove set forth and that the name relinquished at the time of such change was

JLC Learning Corporation

CompassLearning, Inc.,
a Delaware corporation
(Name of Corporation)


(Signature of Corporate Officer)

Joyce F. Russell, Chief Financial Officer
(Typed Name and Title of Officer Signing)

Gray Cary/PA/994113.1

101123-151503

RECORDED: 05/02/2000

TRADEMARK
REEL: 002078 FRAME: 0080