

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CREDIT SUISSE	FORMERLY CREDIT SUISSE FIRST BOSTON	07/18/2005	CORPORATION:

**RECEIVING PARTY DATA**

Name:	CompassLearning, Inc.
Street Address:	13500 Evening Creek Road
Internal Address:	Suite 200
City:	San Deigo
State/Country:	CALIFORNIA
Postal Code:	92128
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 53**

Property Type	Number	Word Mark
Serial Number:	78314669	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT
Serial Number:	78314674	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT
Serial Number:	78314666	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT
Registration Number:	2968115	BRAIN BUZZERS
Registration Number:	2715196	BRIDGENET
Registration Number:	2654747	COMPASSLEARNING
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2586070	COMPASSLEARNING
Registration Number:	2640277	COMPASSLEARNING

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Registration Number:	2765262	COMPASSLEARNING EXPLORER
Registration Number:	2782733	COMPASSLEARNING EXPLORER
Registration Number:	2780326	COMPASSLEARNING EXPLORER
Registration Number:	2728031	COMPASSLEARNING ODYSSEY
Registration Number:	2725691	COMPASSLEARNING ODYSSEY
Registration Number:	2800981	COMPASSLEARNING ODYSSEY
Registration Number:	2229384	COMPASS-WORLDWARE
Registration Number:	2530573	C-PAS
Registration Number:	2813732	
Registration Number:	2813731	
Registration Number:	2882318	
Registration Number:	2592387	
Registration Number:	2663822	
Registration Number:	2579671	
Registration Number:	2108138	STORYBOOK MAKER
Registration Number:	2813729	
Registration Number:	2813730	
Registration Number:	2882317	
Registration Number:	2303134	TEACHNET
Registration Number:	2495147	ASSESSMENT DESIGNER
Registration Number:	1368933	IL
Registration Number:	2240746	CLASSROOM ESSENTIALS
Registration Number:	2550448	COMPASS VIRTUAL CLASSROOM
Registration Number:	1396585	
Registration Number:	2219515	TOMORROW'S PROMISE
Registration Number:	1332979	UFONIC
Registration Number:	2042802	WORDS ON WINGS
Registration Number:	2449937	TRACKGUARD
Registration Number:	1411115	LUMINOX
Registration Number:	2053034	COMPASS
Registration Number:	2229394	ASSAY BLOCK
Registration Number:	1903666	OFFICIAL LICENSED PRODUCT FORD MOTOR COMPANY
Registration Number:	1877055	TAKE OUR DAUGHTERS TO WORK
Registration Number:	1925500	FAMILY CHOICES
Registration Number:	1536875	TIDAL WAVE

Registration Number:	2054029	DRAGON TALES
Registration Number:	2106204	IDEA SHAPER
Registration Number:	2179648	CITIPHONE TRADING
Registration Number:	1930919	PINE ACTION
Registration Number:	2294287	WORLDWARE
Serial Number:	74203218	NEW ALBANY FOUNDED 1837
Serial Number:	76568977	CBT

**CORRESPONDENCE DATA**

Fax Number: (404)602-9050  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404-888-4148  
Email: lvirts@hunton.com, ehamby@hunton.com  
Correspondent Name: John R. Schneider  
Address Line 1: 600 Peachtree Street, NE  
Address Line 2: Bank of America Plaza, Suite 1400  
Address Line 4: Atlanta, GEORGIA 30308-2216

NAME OF SUBMITTER:	John R. Schneider
Signature:	/John R. Schneider/
Date:	09/21/2005

**Total Attachments: 3**  
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**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

I hereby acknowledge that the security interest in the trademarks listed in the attached Schedule 1 assigned from COMPASSLEARNING, INC. to CREDIT SUISSE (f/k/a Credit Suisse First Boston, acting through its Cayman Islands Branch), AS ADMINISTRATIVE AGENT, has been fully and completely released. Such Security Agreement was recorded in the United States Patent and Trademark Office at Reel 3068, Frame 0376 on April 8, 2004, and this release shall include each trademark in which any such security interest existed or previously existed, and whether a federally registered or common law mark identified in Schedule 1, as well as any and all claims for damages for past infringement as of the date of execution of this Release.

CREDIT SUISSE, Cayman Islands Branch  
(formerly known as Credit Suisse First Boston,  
acting through its Cayman Islands Branch), as  
Administrative Agent

By: [Signature]  
Name: JUDITH SMITH  
Title: DIRECTOR

By: [Signature]  
Name: DUREEN BARR  
Title: ASSOCIATE

Sworn to and subscribed before me this 18<sup>th</sup> day of JULY, 2005.



MARJORIE E. BULL  
NOTARY PUBLIC, State Of New York  
No. 01BU6055282  
Qualified In New York County  
Commission Expires February 20, 2007

[Signature]  
Notary Public

[Notary Seal]

**SCHEDULE 1****TRADEMARK REGISTRATIONS****CompassLearning, Inc.**

<b>Mark</b>	<b>Serial No.</b>	<b>Date</b>	<b>@ Number</b>	<b>Date</b>
Better Technology for Improved Student Achievement	78/314669	10/16/03		
Better Technology for Improved Student Achievement	78/314674	10/16/03		
Better Technology for Improved Student Achievement	78/314666	10/16/03		
Brain Buzzers	78/161958	9/9/02	2968115	
Bridgenet	76/334593	11/05/01	2715196	5/13/03
CompassLearning	75/907193	2/1/00	2654747	11/26/02
CompassLearning	75/907685	2/1/00	2636212	10/15/02
CompassLearning	75/907689	2/1/00	2656902	12/3/02
CompassLearning & Design	75/907235	2/1/00	2592385	7/9/02
CompassLearning & Design	75/907796	2/1/00	2586070	6/25/02
CompassLearning & Design	75/907593	2/1/00	2640277	10/22/02
CompassLearning Explorer	76/351666	12/21/01	2765262	9/16/03
CompassLearning Explorer	76/351668	12/21/01	2782733	11/11/03
CompassLearning Explorer	76/352482	12/21/01	2780326	11/4/03
CompassLearning Odyssey	76/351638	12/21/01	2728031	6/17/03
CompassLearning Odyssey	76/351637	12/21/01	2725691	6/10/03
CompassLearning Odyssey	76/352672	12/21/01	2800981	12/30/03
Compass- Worldware	75/173299	9/27/96	2229384	3/2/99
C-PAS	75/907091	2/1/00	2530573	1/15/02
Crescent Logo	76/373005	2/19/02	2813732	2/10/04
Crescent Logo	76/373003	2/19/02	2813731	2/10/04
Crescent Logo	76/373004	2/19/02	2882318	9/7/04
Miscellaneous Design	75/907686	2/1/00	2592387	7/9/02
Miscellaneous Design	75/907687	2/1/00	2663822	12/17/02
Miscellaneous Design	75/907422	2/1/00	2579671	6/11/02
Storybook Maker	74/709283	8/1/95	2108138	10/28/97
Sweep Logo	76/373000	2/19/02	2813729	2/10/04
Sweep Logo	76/373002	2/19/02	2813730	2/10/04
Sweep Logo	76/373001	2/19/02	2882317	9/7/04
Teachnet	75/169818	9/23/96	2303134	12/28/99
Assessment Designer	76/633,157	2/2/99	2,495,147	10/02/01
IL Design	73/528,796	3/25/85	1,368,933	11/5/85
Interprettools	75/180,100	10/11/96	2,198,904	10/20/96
Prescription Learning	73/742,432	8/26/98	1,536,877	4/25/99
Time for Rhyme	74/264,160	4/5/92		
Classroom Essentials	75/459879	3/31/98	2240746	4/20/99
Compass Virtual Classroom	75/668976	3/26/99	2550448	3/19/02
Design of Boy with Wagon	73/563285	10/15/85	1396585	6/10/86
Tomorrows Promise	75/236856	2/5/97	2219515	1/19/99
Ufonic	73/463455	7/31/84	1332979	4/30/85

<b>Mark</b>	<b>Serial No.</b>	<b>Date</b>	<b>® Number</b>	<b>Date</b>
Words on Wings	74/709329	7/31/95	2042802	3/11/97
A Renaissance in Learning	74/255,759	3/16/92	1,743,676	12/29/92
First Class	74/231,724		1,778,322	
ISC			1,084,423	
Actionmate (Stylized)	74/641,332	3/2/95	2,014,451	11/5/96
Trackguard	75/723,609		2,449,937	
Luminox			1,411,115	
Compass	74/429,993	9/24/93	2,053,034	4/15/97
Assay Block			2,229,394	
Official Licensed Product Ford Com	74/467,978		1,903,666	
Take Our Daughters to Work	74/465,452		1,877,055	
SSS	74/467,014			
Ten Peaks	74/546,453			
Family Choices			1,925,500	
Tidal Wave			1,536,875	
South Florida Newschannel	74/581,992			
Design of Tree	73/819,707	5/17/99	1,712,302	3/1/92
Lotto Sleuth	74/171,456			
Dragon Tales	74/709,330	7/31/95	2,054,029	4/22/97
ShineMaster			1,860,722	
New Albany Founded 1837	74/203,218			
Frequent Learner Miles	75/295,449	5/31/97		
Global Business Initiatives			1,755,662	
Idea Shaper	74/707,944	7/31/95	2,106,204	10/21/97
THRIS			2,050,312	
JLC Financial	74/042,225	3/26/90	1,026,458	2/26/91
Job Task Link	74/266,366			
Echo Lake	74/706,275			
Meta4	74/378,430	4/13/93		
Citiphone Trading	75/291,081		2,179,648	
The Mayo Legacy			2,025,755	
Interfreight			1,956,175	
Cold Water	75/179,213			
Doing it Right!			1,729,965	
Thumbs-up Associates	74/362,001		1,829,377	
Shape Studio	74/709,276	8/1/95	1,987,165	7/16/96
Duffy's			2,108,135	
System90	73/350,213	3/3/70	918,463	8/17/71
CBT	76/568,977			
Pine Action			1,930,919	
Flynn Genesis	74/266,267		1,854,548	
Get Pinned	75/159,918			
THC	74/025,545	2/14/90	1,633,030	1/29/91
KB-Aerotech	74/311,954		1,767,327	
America Rocks With Sax and Socks	74/364,138			
WorldWare	75/526,634	7/28/99	2,294,287	11/23/99
Windows of Opportunity			1,627,650	