

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
ThinkLink Learning, Inc.		03/31/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Discovery Education, Inc.		
Street Address:	One Discovery Place		
City:	Washington		
State/Country:	DISTRICT OF COLUMBIA		
Postal Code:	20910		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76633678	PREDICTIVE ASSESSMENT SERIES	
CORRESPONDENCE DATA			
Fax Number:	(202)857-6395		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2028576000		
Email:	gordon.lisa@arentfox.com		
Correspondent Name:	Lisa Gordon		
Address Line 1:	1050 Connecticut Avenue, NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036		
ATTORNEY DOCKET NUMBER:	026160.00000		
NAME OF SUBMITTER:	Lisa Gordon		
Signature:	/lgordon/		
Date:	06/30/2006		

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Total Attachments: 2
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**TRADEMARK
ASSIGNMENT**

WHEREAS ThinkLink Learning, Inc., a Delaware corporation located at 2409 21st Ave S., Ste. 202, Nashville, TN 37212 ("**Assignor**"), is the original owner of all right, title and interest in and to the trademarks listed on Exhibit A for which it applied for registration in the United States Patent and Trademark Office under pending application Serial No.'s set forth in Exhibit A;

WHEREAS Discovery Education, Inc., an Illinois corporation located at One Discovery Place, Silver Spring, Maryland 20910 ("**Assignee**"), acquired all right, title and interest in and to said trademark, the application thereof, along with the ongoing business and the goodwill of the business pertaining thereto as of March 31, 2006; and

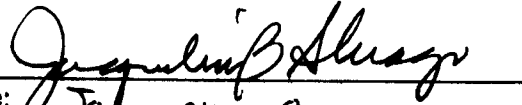
WHEREAS, the parties desire to ratify said assignment.

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto the said Assignee all right, title and interest in and to the said trademark, including the portion of Assignee's business to which the mark pertains, such business being ongoing and existing, together with the goodwill of the business symbolized by the trademark, and the above identified applications thereof *nunc pro tunc*.

Date: March 31, 2006

THINKLINK LEARNING, INC.
A Delaware corporation

By: _____
Name: _____
Title: _____


Jacqueline Shargo
President

NYC/265244.1

TRADEMARK
REEL: 003338 FRAME: 0796

Exhibit A

Predictive Assessment Series

Serial No. 76/633678

P.A.S.S. Predictive Assessment System,

Serial Nos. 76/388706 and 76/388707