

05-15-2006



RECORDATION  
TRADEMARKS ONLY  
103238908

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

5-11-06

1. Name of conveying party(ies):

ChildU, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Florida
- Other \_\_\_\_\_

- Association
- Limited Partnership

Citizenship (see guidelines) USA  
Additional names of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: CompassLearning, Inc.  
Internal Address: c/o WRC Media Inc.  
Street Address: 512 Seventh Avenue  
City: New York  
State: New York  
Country: USA Zip: 10018

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship Delaware
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) February 6, 2006

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Attached Sheet

B. Trademark Registration No.(s)

See Attached Sheet

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Scott M. Shepard, Esq.

Internal Address: McElroy, Deutsch, Mulvaney & Carpenter, LLP

Street Address: 88 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 483-9490

Fax Number: (212) 483-9129

Email Address: sshepard@mdmc-law.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 290.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature:

Scott M. Shepard  
Signature

May 9, 2006  
Date

Scott M. Shepard

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

05/12/2006 BYRNE 0000021 2647783

Document to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01 FC:0521  
02 FC:0522

ADDITIONAL SHEET

TO

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY  
(Form PTO-1594)

Conveying Party: ChildU, Inc.

Receiving Party: CompassLearning, Inc.

Information for **ITEM 4** -- Application No(s). or Registration No(s).

Registered Trademarks

| Trademark                               | Registration No. | Registration Date |
|---|------------------|-------------------|
| ChildU E-Knowledge Leaders (and design) | 2,647,783        | 11/12/02          |
| The Learning Odyssey                    | 2,564,366        | 04/23/02          |
| ChildU                                  | 2,624,853        | 09/24/02          |
| ChildU                                  | 2,639,349        | 10/22/02          |
| ChildU                                  | 2,624,854        | 09/24/02          |
| ChildU                                  | 2,823,828        | 03/16/04          |
| The Learning Odyssey                    | 2,710,818        | 04/29/03          |
| ChildU                                  | 2,695,098        | 03/11/03          |
| The Learning Odyssey                    | 2,848,225        | 06/01/04          |

Pending Trademark Applications

| Trademark            | Serial No. | Filing Date |
|----------------------|------------|-------------|
| The Learning Odyssey | 76/355868  | Pending     |
| The Learning Odyssey | 76/355867  | Pending     |

# ACKNOWLEDGMENT OF ASSIGNMENT OF TRADEMARKS

THIS ACKNOWLEDGMENT OF ASSIGNMENT OF TRADEMARKS (this "Instrument") made and entered into as of the 6<sup>th</sup> day of February, 2006, by and between ChildU, Inc., a Florida corporation ("Assignor"), and CompassLearning, Inc., a Delaware corporation ("Assignee"), is made with reference to the following facts:

A. Assignor is the owner of all right, title and interest in and to the trademarks and the United States trademark registrations (the "registrations") and applications (the "applications") therefor identified on Annex I attached hereto (the "Trademarks"), together with the goodwill and the business symbolized by the Trademarks, registrations and applications.

B. Effective on the date hereof, Assignor and Assignee have completed a corporate transaction pursuant to which Assignor has merged into Assignee resulting in the assignment and transfer, by operation of the laws of Florida and Delaware, from Assignor to Assignee (as the surviving corporation) of all such right, title and interest, together with such goodwill and business, and Assignor and Assignee desire that such fact be memorialized in this Instrument.

THEREFORE, the parties acknowledge, declare and agree that, by reason of the aforementioned merger, Assignor has assigned and transferred to Assignee, and Assignee has acquired from Assignor, all right, title and interest of Assignor in and to the Trademarks, registrations and applications, together with the goodwill and the business symbolized by the Trademarks, registrations and applications, effective as of the date hereof.


INTENDING TO BE LEGALLY BOUND, the parties have executed this Instrument as of the date first written.


"ASSIGNOR"

CHILDU, INC.

"ASSIGNEE"

COMPASSLEARNING, INC.

By:   
Name: RICHARD NOTA  
Title: SECRETARY

By:   
Name: RICHARD NOTA  
Title: SECRETARY

Registered Trademarks

| *Country | Trademark                                  | Registration No. | Registration Date |
|----------|--|------------------|-------------------|
| US       | ChildU E-Knowledge<br>Leaders (and design) | 2,647,783        | 11/12/02          |
| US       | The Learning Odyssey                       | 2,564,366        | 04/23/02          |
| US       | ChildU                                     | 2,624,853        | 09/24/02          |
| US       | ChildU                                     | 2,639,349        | 10/22/02          |
| US       | ChildU                                     | 2,624,854        | 09/24/02          |
| US       | ChildU                                     | 2,823,828        | 03/16/04          |
| US       | The Learning Odyssey                       | 2,710,818        | 04/29/03          |
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