

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------------|----------|----------------|-----------------------|
| Spectrum K12 School Solutions, Inc. | | 09/30/2008 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|----------------------|
| Name: | MMV Finance Inc. |
| Street Address: | 370 King Street West |
| Internal Address: | Suite 604 |
| City: | Toronto |
| State/Country: | ONTARIO |
| Postal Code: | M5V 1J9 |
| Entity Type: | CORPORATION: CANADA |

PROPERTY NUMBERS Total: 12

| Property Type | Number | Word Mark |
|----------------|----------|-------------------------------|
| Serial Number: | 78477945 | ENSIGHT |
| Serial Number: | 76534329 | ENCORE! |
| Serial Number: | 78967016 | ARIA |
| Serial Number: | 78850304 | SPECTRUM K12 SCHOOL SOLUTIONS |
| Serial Number: | 77297627 | GRANTSUCCESS |
| Serial Number: | 77297614 | RETURN ON INTERVENTION |
| Serial Number: | 77297582 | EPRE |
| Serial Number: | 77297539 | EPM |
| Serial Number: | 77384590 | RETURN ON LEARNING |
| Serial Number: | 77416214 | MOVE EVERY CHILD FORWARD |
| Serial Number: | 77427263 | MOVING EVERY CHILD FORWARD |
| Serial Number: | 77456043 | EXCEED |

OP \$315.00 78477945

CORRESPONDENCE DATA

Fax Number: (513)579-6457

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 513-562-1454

Email: trademarks@kmklaw.com

Correspondent Name: April L. Besl

Address Line 1: One East Fourth Street

Address Line 2: Suite 1400

Address Line 4: Cincinnati, OHIO 45202

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|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | AIRD & BERLIS |
| NAME OF SUBMITTER: | April L. Besl |
| Signature: | /April L. Besl/ |
| Date: | 10/14/2008 |

Total Attachments: 4

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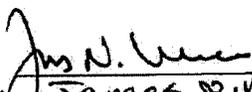
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CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated September 30, 2008, between Spectrum K12 School Solutions, Inc., a corporation organized under the laws of the State of Delaware (hereinafter referred to as "Spectrum K12"), whose full post office address is 901 Dulaney Valley Road, Towson, Maryland, 21204, and MMV Finance Inc. (hereinafter referred to as "MMV"), a specialty finance corporation incorporated under the laws of Canada, whose full post office address is 370 King Street West, Suite 604, Toronto, Ontario, M5V 1J9, and for good and valuable consideration, the receipt and sufficiency of which are hereby confirmed and acknowledged, Spectrum K12 confirms that it has granted to MMV a security interest, lien and charge in all of Spectrum K12's right, title and interest in and to the intellectual property listed on the Schedule attached hereto, including, without limitation, the copyrights, trademarks, patents and trademark and patent applications and registrations listed therein, and in and to any and all continuations, continuations-in-part, updates, developments, divisions, reissues and re-examinations which issue therefrom, the same to be held and enjoyed by MMV, strictly subject to the terms of (i) the GSA, (ii) that certain Intercreditor Agreement, dated September 30, 2008, by and among Spectrum K12, MMV and Comerica Bank and (iii) that certain Subordination Agreement, dated September 30, 2008, by and among Spectrum K12, MMV and the other creditors of Spectrum K12 party thereto.

EXECUTED at Towson, Maryland this 30th day of September, 2008.

SPECTRUM K12 SCHOOL SOLUTIONS, INC.

By: 
Name: James W. Marshall
Title: CEO

I have authority to bind the Corporation

SCHEDULE OF INTELLECTUAL PROPERTY

| Intellectual Property | Original Product Name | Application Filing Date (serial no.) | Relevant Jurisdiction | Status |
|---------------------------------------------------------------------------------------|----------------------------------------------|---------------------------------------------|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Method and System for Online Analytical Processing for Educational and Other Outcomes | Educational Outcome Cubes | April 4, 2003 (10/406,246) | United States | Based on direction of SK12 IP Committee, Patent abandoned on 8/23/06; Official notification of Abandonment. Effective 6/13/06. (letter received 7/10/07) |
| Management Tracking System and Method of Use | SETS | June 6, 2003 (10/455,804) | United States | Pending. Office Action dated 6/12/08 received with cited references. Extendible due date for reply to the outstanding Office Action expires on September 12, 2008. Prepared & filed a Response to the outstanding Office Action on 9/12/08, per request of JNMarshall. (by Arent Fox/Wib Chesser) |
| Encounter Tracker and Service Gap Analysis System and Method of Use | Encounter Tracker (aka Service Gap Analysis) | Nov. 3, 2003 (10/698,423) | United States | Patent Issued 1/2/07; PATENT No. US 7,158,937 B2. Date for first Maintenance Fee payment to be made is up to six months from 1/4/10. |
| Method and System for Compliance Forms and Compliance Forms User Interface | EZ Compliance Forms | Aug. 27, 2003 (10/648,790) | United States | Pending. Request for Continued Examination and response to the outstanding Office Action dated March 21, 2008, filed on 8/21/08 in the U.S. Patent Office. Awaiting next Office Action |
| Method and System for Managing Fidelity of Intervention | | November 13, 2007 (60/987,575) | United States | Pending provisional application. U.S. utility and foreign filings due by 11/13/08. |

SK12 Copyrights: No pending actions

| Copyright | Registration # | Data of Issuance |
|--------------------------------------------------------------------------|-----------------------|-------------------------|
| EZ Compliance Forms v.3 | Txu1053905 | 8/27/2002 |
| ENCORE! Timeline Tracker, ENCORE! Forms Tracker, ENCORE! Encounter | TXu-1-186-433 | 6/24/04 |

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| Tracker, v. 6.0 | | |
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SK12 Trademarks: Adam Resnick, Arent Fox 202/ 857-6121 (resnick.adam@arentfox.com)

| Description | Country/Serial No. (Reg. No.) | Status |
|--------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ensign® | USA 78/477,945 (3,130,868) | Registered |
| ENCORE!® | USA 76/534,329 (3,033,438) | Registered |
| Aria™ [note 1] | USA 78/967,016 | Pending – Declaration Filed by Arent Fox on 11/21/07; Notice of Publication issued on 2/19/08; Notice of Allowance issued on 5/13/08. |
| Spectrum K12 SCHOOL SOLUTIONS & Design® [note 2] | USA 78/850,304 (3,486,384) | Registered effective August 12, 2008. |
| GRANTSUCCESS™ | USA 77/297,627 | First Office Action issued by Patent & Trademark Office 1/31/08. Declaration signed, dated and returned to Arent Fox for submission to Trademark Office (2-27/08). Further Office Action issued by Patent & Trademark Office 8/19/08 (requesting minor amendment to services). |
| RETURN ON INTERVENTION™ | USA 77/297,614 | First Office action issued by Patent & Trademark Office 1/31/08. Declaration in support of application provided 2/27/08. Application to publish on 9/9/08. |
| EPRE™ | USA 77/297,582 | First Office Action issued by Patent and Trademark Office on 1/31/08. Declaration in support of application provided on 2/27/08. Application to publish on 9/9/08. |
| EPM™ | USA 77/297,539 | First Office Action issued by Patent and Trademark Office on 1/31/08. Declaration in support of application provided on 2/27/08. Application to publish on 9/9/08. |
| RETURN ON LEARNING™ | USA 77/384,590 | Application to publish on 9/23/08. Published in the <i>Official Gazette</i> on September 23, 2008. |
| MOVE EVERY CHILD | USA 77/416,214 | Application to publish on 9/9/08. |

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| FORWARD™ | | |
| MOVING EVERY CHILD FORWARD™ | USA | 77/427,263 |
| EXCEED™ | USA | 77/456,043 |
| | | Application to publish on 9/9/08. |
| | | First Office Action issued by Patent & Trademark Office on 8/21/08 – preliminary refusal of registration based on another EXCEED registration. |

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RECORDED: 10/14/2008

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