

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

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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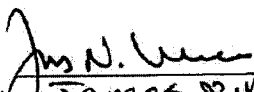
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CONFIRMATION OF GRANT OF SECURITY INTEREST

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

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.

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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