

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wells Fargo Capital Finance, Inc., as Agent	FORMERLY Wells Fargo Foothill, Inc.	05/25/2010	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	PLATO, Inc.		
Street Address:	10801 Nesbitt Avenue South		
City:	Bloomington		
State/Country:	MINNESOTA		
Postal Code:	55437		
Entity Type:	CORPORATION: DELAWARE		
Name:	Lightspan, Inc.		
Street Address:	c/o PLATO, Inc.		
Internal Address:	10801 Nesbitt Avenue South		
City:	Bloomington		
State/Country:	MINNESOTA		
Postal Code:	55437		
Entity Type:	CORPORATION: DELAWARE		
Name:	CyberEd, Inc.		
Street Address:	c/o PLATO, Inc.		
Internal Address:	10801 Nesbitt Avenue South		
City:	Bloomington		
State/Country:	MINNESOTA		
Postal Code:	55437		
Entity Type:	CORPORATION: NEVADA		
Name:	PLATO Learning, Inc.		
Street Address:	c/o PLATO, Inc.		

CH \$1715.00 2490990

900165429

**TRADEMARK
 REEL: 004230 FRAME: 0474**

Internal Address:	10801 Nesbitt Avenue South
City:	Bloomington
State/Country:	MINNESOTA
Postal Code:	55437
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 68

Property Type	Number	Word Mark
Registration Number:	2490990	LIGHTSPAN
Registration Number:	2519956	
Registration Number:	2571150	ACADEMIC SYSTEMS A
Registration Number:	2571152	ACADEMIC SYSTEMS
Registration Number:	2412519	EDUTEST.COM
Registration Number:	2301904	EDUTEST.COM
Registration Number:	2097823	
Registration Number:	2107145	EDUTEST
Registration Number:	2489364	LIGHTSPAN ADVENTURES
Registration Number:	2578970	LIGHTSPAN ADVENTURES
Registration Number:	2341974	CALAMITY
Registration Number:	2280144	COSMIC COOKOFF
Registration Number:	2166627	CREATIVE CAMP
Registration Number:	2168645	CREATIVE ISLE
Registration Number:	2269913	FAIRE GAMES
Registration Number:	2336811	K9.5
Registration Number:	2124084	LIQUID BOOKS
Registration Number:	2057788	LIQUID BOOKS
Registration Number:	2480310	MATH GALLERY
Registration Number:	2162927	MATH ON THE MOVE!
Registration Number:	2239845	MONA & MOKI
Registration Number:	2226612	PK'S MATH STUDIO
Registration Number:	2183061	THE QUADDLE FAMILY MYSTERIES
Registration Number:	2112608	THE SECRET OF GOOGOL
Registration Number:	2541419	THE THREE DECODERS
Registration Number:	2224821	TIMELESS JADE TRADE
Registration Number:	2162929	TIMELESS MATH

Registration Number:	2129372	THE LIGHTSPAN NETWORK
Registration Number:	2453600	LEARNING SEARCH
Registration Number:	2264911	STUDY WEB
Registration Number:	1986537	GLOBAL SCHOOLHOUSE
Registration Number:	2476133	BRAINSWARM
Registration Number:	2241343	CARLOS AT THE RACES!
Registration Number:	2242167	DAPHNE AND THE SEVENTH WONDER!
Registration Number:	2304919	GOOGOL GULCH
Registration Number:	2237853	HOOPO AT SEA!
Registration Number:	2312600	LIVE IN AIREDALE
Registration Number:	2312599	PEOPLE AND TRADITIONS
Registration Number:	2393869	SPACE FLIGHT RESCUE
Registration Number:	2333895	THE NATURAL WORLD
Registration Number:	2237854	THE TAIL-WAG TOUR
Registration Number:	2517954	THE WANDERING PATH
Registration Number:	2237859	WE ARE THE DOGS
Registration Number:	2237856	WEBTUNES
Registration Number:	2493540	DR. DABADDA
Registration Number:	2365326	P.K. MACAW
Registration Number:	2496498	P.K. MACAW
Registration Number:	2164800	MARS MOOSE
Registration Number:	2368152	ED-MAIL
Registration Number:	2129373	LIGHTSPAN LOCAL CONNECT
Registration Number:	1233392	PLATO
Registration Number:	1202574	PLATO
Registration Number:	1022888	PLATO
Registration Number:	1153895	PLATO
Registration Number:	1098369	PLATO
Registration Number:	1090872	PLATO
Registration Number:	3001321	PLATO
Registration Number:	2351383	CYBER ED
Registration Number:	2351384	FUTURE EDUCATION TODAY
Registration Number:	2414988	NETSCHOOLS
Registration Number:	2223145	STUDYPRO
Serial Number:	76521617	NEW MEDIA

Registration Number:	3096240	PLATO LEARNING
Serial Number:	76509415	PLATO LEARNING
Serial Number:	78873254	PLATO LEARNING
Serial Number:	78873252	PLATO
Serial Number:	78873247	ACADEMIC SYSTEMS
Serial Number:	78795469	STRAIGHT CURVE

CORRESPONDENCE DATA

Fax Number: (213)627-0705
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (213) 683-5627
Email: nancycheng@paulhastings.com
Correspondent Name: Nancy Cheng
Address Line 1: Paul, Hastings, Janofsky & Walker LLP
Address Line 2: 515 S. Flower Street, 25th Floor
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	WFCE/PLATO (73896.00067)
NAME OF SUBMITTER:	Nancy Cheng
Signature:	/Nancy Cheng/
Date:	06/23/2010

Total Attachments: 7
source=WFCE_Plato - Fully Executed Release of Security Interest In Trademarks#page1.tif
source=WFCE_Plato - Fully Executed Release of Security Interest In Trademarks#page2.tif
source=WFCE_Plato - Fully Executed Release of Security Interest In Trademarks#page3.tif
source=WFCE_Plato - Fully Executed Release of Security Interest In Trademarks#page4.tif
source=WFCE_Plato - Fully Executed Release of Security Interest In Trademarks#page5.tif
source=WFCE_Plato - Fully Executed Release of Security Interest In Trademarks#page6.tif
source=WFCE_Plato - Fully Executed Release of Security Interest In Trademarks#page7.tif

RELEASE OF SECURITY INTEREST IN TRADEMARKS


WHEREAS, pursuant to that certain Trademark Security Agreement, dated June 4, 2007, recorded in the United States Patent and Trademark Office at Reel 3557, Frame 864, PLATO, Inc., a Delaware corporation; Lightspan, Inc., a Delaware corporation; CyberEd, Inc., a Nevada corporation; and PLATO Learning, Inc., a Delaware corporation (collectively, "Releasees") granted to Wells Fargo Capital Finance, Inc. (f/k/a Wells Fargo Foothill, Inc.), a California corporation ("Releasor"), as agent for itself and various other financial institutions ("Agent"), a security interest in all right, title and interest of Releasees in and to the trademark registrations and applications listed on Schedule A attached hereto (the "Trademarks"); and

WHEREAS, Releasor wishes to provide a document suitable for recording in the United States Patent and Trademark Office for purposes of recording the release, relinquishment and discharge of its security interest in the Trademarks.

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, Releasor hereby relinquishes, releases and discharges its security interest in the Trademarks.

IN WITNESS WHEREOF, the parties have caused this Release of Security Interest in Trademarks to be duly executed as of May 25, 2010.

Wells Fargo Capital Finance, Inc. (f/k/a Wells Fargo Foothill, Inc.), as Agent

By: 
Name: Lendell Thompson
Its: Director

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

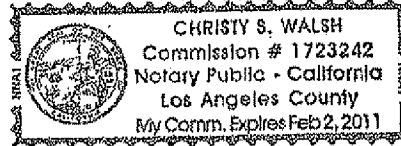
State of CALIFORNIA
County of Los Angeles

On May 24, 2010, before me, Christy S. Walsh, Notary Public, personally appeared Lendell Thompson, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Christy S. Walsh (Seal)



OPTIONAL SECTION

CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document

INDIVIDUALS

X CORPORATE OFFICER: LENDELL THOMPSON
-DIRECTOR

PARTNERS () LIMITED () GENERAL

ATTORNEY-IN-FACT

TRUSTEE(S)

GUARDIAN/CONSERVATOR

OTHER: _____

**SIGNER IS REPRESENTING
WELLS FARGO CAPITAL
FINANCE**

NAME OF PERSON(S) OR ENTITY(IES):

**THIS
CERTIFICATE
MUST BE
ATTACHED TO
THE
DOCUMENT
DESCRIBED AT
RIGHT:**

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form

TITLE OR TYPE OF DOCUMENT: Release Of Security Interest In Trademarks - Lightspan, Inc. CyberEd, Inc. and PLATO Learning, Inc.

DATE OF DOCUMENT: May 25 2010

SIGNER(S) OTHER THAN NAMED ABOVE: _____

SCHEDULE A

Trademarks

Country	Mark	Classes	Serial Number	Registration Number	Registration Date
US	LIGHTSPAN	9, 16, 25 & 28	74526487	2490990	9/18/2001
US	Lightspan & Design (Lightning)	9, 16	76220576	2519956	12/18/2001
US	Academic Systems and Design	9, 16	76178613	2571150	5/21/2002
US	ACADEMIC SYSTEMS	9, 16	76179314	2571152	5/21/2002
US	eduTest.com and Design	41	75889580	2412519	12/20/2000
US	eduTest.com	41	75552116	2301904	12/21/1999
US	eduTest Lightbulb Cartoon	41	75194667	2097823	9/16/1997
US	EDUTEST	41	75187171	2107145	10/21/1997
US	Lightspan Adventures	9, 16	75980645	2489364	9/11/2001
US	Lightspan Adventures (Design)	9	75324321	2578970	6/11/2002
US	Calamity	9, 16	75978988	2341974	4/11/2000
US	Cosmic Cookoff (&CD)	9	75978531	2280144	9/21/1999
US	Creative Camp (&CD)	9, 16, 28	75976903	2166627	6/16/1998
US	Creative Isle (&CD)	9, 16, 28	75976943	2168645	6/23/1998
US	Faire Games (&CD)	9	75978267	2269913	8/10/1999
US	K9.5	9, 16	75978559	2336811	3/28/2000
US	Liquid Books	16, 28	74560918	2124084	12/23/1997
US	Liquid Books	9	74545917	2057788	4/29/1997
US	Math Gallery	9, 16	75488511	2480310	8/21/2001
US	Math on the Move!	9, 16, 28	75976988	2162927	6/2/1998
US	Mona & Moki	9, 16	75978081	2239845	4/13/1999
US	P.K.'s Math Studio (&CD)	9, 16	75234545	2226612	2/23/1999
US	The Quaddle Family Mysteries	9, 16, 28	75977336	2183061	8/18/1998
US	The Secret of Googol	9	74587539	2112608	11/11/1997
US	The Three Decoders	9, 16	75916138	2541419	2/19/2002
US	Timeless Jade Trade (&CD)	9, 16	75977830	2224821	2/16/1999
US	Timeless Math	9, 16, 28	75977046	2162929	6/2/1998
US	The Lightspan Network	41, 42	75046991	2129372	1/13/1998
US	Learning Search	41, 42	75540650	2453600	5/22/2001
US	StudyWeb	41	75505994	2264911	7/27/1999
US	Global Schoolhouse	38	74548289	1986537	7/16/1996
US	Branswarm	9, 16	75496028	2476133	8/7/2001
US	Carlos at the Races!	9, 16	75978045	2241343	4/20/1999
US	Daphne and the Seventh Wonder!	9, 16	75978044	2242167	4/27/1999
US	Googol Gulch	9, 16	75978817	2304919	12/28/1999
US	Hoopo at Sea!	9, 16	75978003	2237853	4/6/1999
US	Live in Airedale	9, 16	75978820	2312600	1/25/2000
US	People and Traditions	9, 16	75978818	2312599	1/25/2000
US	Space Flight Rescue	9, 16	75385711	2393869	10/10/2000
US	The Natural World	9, 16	75978815	2333895	3/21/2000
US	The Tail-Wag Tour	9, 16	75978004	2237854	4/6/1999
US	The Wandering Path	9, 16	75609832	2517954	12/11/2002

Country	Mark	Classes	Serial Number	Registration Number	Registration Date
US	We are the Dogs	9, 16	75978043	2237859	4/6/1999
US	Webtunes	9, 16	75978008	2237858	4/6/1999
US	Dr. Dabadda	9, 16	75979342	2493540	9/25/2001
US	P.K. Macaw	9	75978819	2365326	7/4/2000
US	P.K. Macaw	16	75324104	2496498	10/9/2001
US	Mars Moose	9, 16, 28	75976986	2164800	6/9/1998
US	Ed-Mail	38	75667627	2368152	7/18/2000
US	Lightspan Local Connect	41, 42	75046992	2129373	1/13/1998

Country	Mark	Registration Number	9	16	35	41	42	Next Renewal
Austria	PLATO	87,474	X	X		X		2/28/2008
Benelux (Belgium, The Netherlands and Luxembourg)	PLATO	348,224	X	X				9/6/2007
Brunei Darussalam	PLATO	10,821		X				3/12/2012
Bulgaria	PLATO	11,273	X	X				9/22/2007
Canada	PLATO	TMA 247,944	X	X		X		7/11/2010
China (Peoples Republic)	PLATO	854592 863,531 857,885	X	X			X	7/13/16 8/13/06 7/20/16
Costa Rica	PLATO	53640 21,274		X X				2/28/08 2/28/08
Czech Republic (aka Czechoslovakia, Slovakia or Slovak Republic)	PLATO	163,875	X	X		X		9/7/2007
Dominican Republic	PLATO	26,900		X				10/5/2017
Egypt	PLATO	53,550		X				9/12/2007
European Community (CTM)	PLATO	143115 002701860	X	X		X	X	4/1/2006 5/20/12
France	PLATO	1,421,806	X	X		X		8/6/2007
Germany	PLATO	975,043	X	X				9/30/2007
Greece	PLATO	59,657	X	X				9/13/2007
Hong Kong	PLATO	568/1989		X				1/29/2009
Hungary	PLATO	121,372	X	X		X		9/27/2007
Iceland	PLATO	398/1977	X	X		X		12/20/2007
Iran	PLATO	47,978	X	X	X			9/10/2007
Ireland	PLATO	B99569		X				3/19/2011
Italy	PLATO	822371 (formerly 352330)	X	X		X		9/29/2007
Japan	PLATO	1,800,366	X					9/27/2015
Korea	PLATO	Registration 16007				X		5/8/2016
Malaysia (Sarawak)	PLATO	A25,420	X					7/13/2013
Malaysia (Malaya)	PLATO	M/89882		X				3/19/2012
Malaysia (Sabah)	PLATO	S/027615		X				3/19/2012
Morocco	PLATO	27,833	X	X		X		9/25/2017
Paraguay	PLATO	220,997		X				12/16/2007
Philippines	PLATO	40632 41,512	X	X		X		8/26/08 10/17/08
Puerto Rico	PLATO	43958 43,957	X			X		10/13/08 10/31/08
Romania	PLATO	10,190	X			X		10/25/2007
Russian Federation	PLATO	61,436	X	X		X		10/4/2007
Singapore	PLATO	B1126/81 T82/03453G B3453/82	X X	X				3/17/12 7/5/13 7/5/13
Spain	PLATO	903,532				X		3/13/2009
Switzerland	PLATO	P292,372	X	X				9/28/2007

Taiwan	PLATO	15784 727,761 720,386	Class X	X					3/15/05 9/15/06 6/30/06
Tangier	PLATO	R11,771	X	X					9/6/2016
United Kingdom	PLATO	B1083449 1,287,557 1,090,872 B1083448	X	X		X			9/12/08 10/9/07 5/9/08 9/12/08
United States	PLATO	1233392 1,202,574 1,022,888 1,153,895 1,098,369 1090872	X X		X		X X		4/5/13 7/27/12 10/14/15 5/12/11 8/1/08 5/9/08
United States	PLATO	3,001,321	X		X	X			9/27/2016
South Africa (Bophuthatswana or Venda)	PLATO	B3980/77 B79/3237 93/11972		X			X	X	9/6/07 6/26/09 12/14/03

OTHER:

United States	CYBERED	2,351,383							
United States	FUTURE EDUCATION TODAY	2,351,384							
United States	NETSCHOOLS	2,414,988	X		X	X	X		(plus Class 37)
United States	STUDYPRO	2,223,145							
United Kingdom	NEW MEDIA	2,272,508							
Mexico	PLATON	502087, 511950, 502086	X		X		X		1/23/05 9/22/05 1/23/05

Applications:

United States	NEW MEDIA	76/521,617	X				X		
CTM (15 European countries)	CYBERED		X	X	X				

REGISTRATIONS:

Australia	PLATO Learning & star man design (2003)	976,310	X	X		X			10/29/2013
European Community (CTM)	PLATO Learning & star man design (2003)	3181302	X	X		X	X		5/19/2013
Mexico	PLATO Learning & star man design (2003)	855505 855272 855010	X	X			X		9/8/2014 9/8/2014 9/8/2014
Puerto Rico	PLATO Learning & star man design (2003)	61,211		X					9/22/2015
UAE (United Arab Emirates)	PLATO Learning & star man design (2003)	52025 52024 52023	X	X			X		2/15/2014 2/15/2014 2/15/2014
United States	PLATO Learning & star man design (2003)	3096240	X	X		X			5/23/2016

APPLICATIONS:

DOC ID-11178655.1

Canada	PLATO Learning & star man design (2003)	Application Serial No. 1,260,117	X	X		X		
India	PLATO Learning & star man design (2003)	Appl.No. 1249318	X	X		X		
South Africa (Bophuthatswana or Venda)	PLATO Learning & star man design (2003)	Appl.2003/19080	X					4/27/06 accepted
United States	PLATO Learning & star man design (2003)	Application 76/509,415				X		
Canada	PLATO Learning design (2006)		X	X		X		
European Community (CTM)	PLATO Learning design (2006)	5063722	X	X		X		
South Africa	PLATO Learning design (2006)	2006/09804 2006/09805 2006/09806	X	X			X	
United States	PLATO Learning design (2006)	78/873254	X	X		X		
Canada	PLATO & starman design (2006)		X	X		X		
European Community (CTM)	PLATO & starman design (2006)	5063706	X	X		X		
South Africa	PLATO & starman design (2006)	2006/09801 2006/09802 2006/09803	X	X			X	
United States	PLATO & starman design (2006)	78/873252	X	X		X		
Canada	Academic Systems design (2006)		X	X		X		
European Community (CTM)	Academic Systems design (2006)		X	X		X		
South Africa	Academic Systems design (2006)	2006/09798 2006/09799 2006/09800	X	X			X	
United States	Academic Systems design (2006)	78/873247	X	X		X		
Canada	Straight Curve design (2006)		X	X		X		
European Community (CTM)	Straight Curve design (2006)	005063748	X	X		X		
South Africa	Straight Curve design (2006)	2006/09807 2006/09808 2006/09809	X	X			X	
United States	Straight Curve design (2006)	78/795469	X	X		X		

DOC ID-11178655.1