

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Security Agreement	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
COMPASSLEARNING, INC.		09/30/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SILICON VALLEY BANK		
Street Address:	3003 TASMAN DRIVE		
City:	SANTA CLARA		
State/Country:	CALIFORNIA		
Postal Code:	95054		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2800981	COMPASSLEARNING ODYSSEY	
Registration Number:	2728031	COMPASSLEARNING ODYSSEY	
Registration Number:	2725691	COMPASSLEARNING ODYSSEY	
Serial Number:	77899827	CRITICAL MISTAKES FRAMEWORK	
Serial Number:	85097840	COMPASSLEARNING IMPACT TEACHER ACADEMY	
CORRESPONDENCE DATA			
Fax Number:	(866)826-5420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3016380511		
Email:	ipresearchplus@comcast.net		
Correspondent Name:	IP Research Plus, Inc.		
Address Line 1:	21 Tadcaster Circle		
Address Line 2:	Attn: Penelope J.A. Agodoa		
Address Line 4:	Waldorf, MARYLAND 20602		
ATTORNEY DOCKET NUMBER:	36202		

OP \$140.00 2800981

900174227

**TRADEMARK
 REEL: 004298 FRAME: 0398**

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	10/18/2010
<p>Total Attachments: 12 source=36202#page1.tif source=36202#page2.tif source=36202#page3.tif source=36202#page4.tif source=36202#page5.tif source=36202#page6.tif source=36202#page7.tif source=36202#page8.tif source=36202#page9.tif source=36202#page10.tif source=36202#page11.tif source=36202#page12.tif</p>	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of September 30, 2010 by and between SILICON VALLEY BANK ("Bank") and COMPASSLEARNING, INC. ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated September 30, 2010 (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks, Patents, and Mask Works to secure the obligations of Grantor under the Loan Agreement. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property (including without limitation those Copyrights, Patents, Trademarks and Mask Works listed on Schedules A, B, C, and D hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

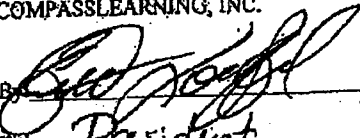
IN WITNESS WHEREOF, the parties have cause this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Grantor:

203 Colorado Street
Austin, Texas 78701
Attn: Eric Loeffel

GRANTOR:

COMPASSLEARNING, INC.

By: 
Title: President

Address of Bank:

234 West Monroe Street, Suite 720
Chicago, Illinois 60606
Attn: Kurt Nichols

BANK:

SILICON VALLEY BANK

By: _____

Title: _____

[Intellectual Property Security Agreement]

Address of Grantor:

203 Colorado Street
Austin, Texas 78701
Attn: Eric Loeffel

Address of Bank:

230 West Monroe Street, Suite 720
Chicago, Illinois 60606
Attn: Kurt Nichols

GRANTOR:


COMPASSLEARNING, INC.

By: _____

Title: _____

BANK:

SILICON VALLEY BANK

By:  _____

Title:  _____

[Intellectual Property Security Agreement]

EXHIBIT A

Copyrights

No.	Copyright Claimant	Title	Reg. Date	Reg. No.
1.	CompassLearning, Inc.	Mathematics Grade 7: Teacher's Guide	7/6/98	TX2-289-051
2.	CompassLearning, Inc.	Language Arts 5: Teacher's Guide	7/6/98	TX2-582-336
3.	CompassLearning, Inc.	Language Arts 6: Teacher's Guide	7/6/98	TX2-582-337
4.	CompassLearning, Inc.	Language Arts 4: Teacher's Guide	7/6/98	TX2-582-936
5.	CompassLearning, Inc.	Math Level 5: Teacher's Guide	7/6/98	TX2-671-309
6.	CompassLearning, Inc.	Physics: Teacher's Guide	7/6/98	TX2-672-549
7.	CompassLearning, Inc.	Math Level 6: Teacher's Guide	7/6/98	TX2-680-775
8.	CompassLearning, Inc.	Mathematics Grade 4: Teacher's Guide	7/6/98	TX2-686-571
9.	CompassLearning, Inc.	Writing Expedition 1.1	3/20/98	TX4-613-669
10.	CompassLearning, Inc.	Tomorrow's Promise Language Arts Level 3	3/20/98	TX4-613-670
11.	CompassLearning, Inc.	Tomorrow's Promise Language Arts Level 7	3/20/98	TX4-613-671
12.	CompassLearning, Inc.	Tomorrow's Promise Language Arts Level 4	3/20/98	TX4-613-672
13.	CompassLearning, Inc.	Tomorrow's Promise Reading Level 2	3/20/98	TX4-613-673
14.	CompassLearning, Inc.	Tomorrow's Promise Language Arts Level 6	3/20/98	TX4-613-674
15.	CompassLearning, Inc.	Tomorrow's Promise Mathematics Level K	3/20/98	TX4-613-675
16.	CompassLearning, Inc.	Tomorrow's Promise Language Arts Level 5	3/20/98	TX4-613-676
17.	CompassLearning, Inc.	Tomorrow's Promise Language Arts Level 8	3/20/98	TX4-613-677
18.	CompassLearning, Inc.	Tomorrow's Promise Spelling Level 2	3/20/98	TX4-613-678
19.	CompassLearning, Inc.	A+dvantage Management System 2.1	3/20/98	TX4-613-679
20.	CompassLearning, Inc.	AIMS 2.2.4 Advanced Instructional Management System	3/20/98	TX4-613-680
21.	CompassLearning, Inc.	Compass 3.0 for Windows/Macintosh	3/20/98	TX4-613-681
22.	CompassLearning, Inc.	A+dvantage 2.0	3/20/98	TX4-613-682
23.	CompassLearning, Inc.	Tomorrow's Promise Mathematics Level 6	3/20/98	TX4-613-683

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No.	Copyright Claimant	Title	Reg. Date	Reg. No.
24.	CompassLearning, Inc.	Tomorrow's Promise Reading Level 1	3/20/98	TX4-613-684
25.	CompassLearning, Inc.	Tomorrow's Promise Mathematics Level 3	3/20/98	TX4-613-685
26.	CompassLearning, Inc.	Tomorrow's Promise Mathematics Level 5	3/20/98	TX4-613-686
27.	CompassLearning, Inc.	Tomorrow's Promise Mathematics Level 1	3/20/98	TX4-613-687
28.	CompassLearning, Inc.	Tomorrow's Promise Mathematics Level 4	3/20/98	TX4-613-688
29.	CompassLearning, Inc.	Tomorrow's Promise Mathematics Level 8	3/20/98	TX4-613-689
30.	CompassLearning, Inc.	Tomorrow's Promise Mathematics Level 2	3/20/98	TX4-613-690
31.	CompassLearning, Inc.	Tomorrow's Promise Reading Level 4	3/20/98	TX4-613-691
32.	CompassLearning, Inc.	Tomorrow's Promise Reading Level 6	3/20/98	TX4-613-692
33.	CompassLearning, Inc.	Tomorrow's Promise Mathematics Level 7	3/20/98	TX4-613-693
34.	CompassLearning, Inc.	Tomorrow's Promise Reading Level 8	3/20/98	TX4-613-694
35.	CompassLearning, Inc.	Tomorrow's Promise Reading Level 5	3/20/98	TX4-613-695
36.	CompassLearning, Inc.	Tomorrow's Promise Reading Level 3	3/20/98	TX4-613-696
37.	CompassLearning, Inc.	Tomorrow's Promise Reading Level K	3/20/98	TX4-613-697
38.	CompassLearning, Inc.	Tomorrow's Promise Reading Level 7	3/20/98	TX4-613-698
39.	CompassLearning, Inc.	Worldware2.01	3/20/98	TX4-620-084
40.	CompassLearning, Inc.	A+dvantage 1.2	3/23/98	TX4-620-087
41.	CompassLearning, Inc.	Jostens Comprehensive Assessment Test for A+dvantage	3/23/98	TX4-620-088
42.	CompassLearning, Inc.	A+dvantage 1.1	3/23/98	TX4-620-089
43.	CompassLearning, Inc.	Compass 2.2 for Windows/Macintosh	3/23/98	TX4-620-090
44.	CompassLearning, Inc.	Jostens Comprehensive Assessment Test for Compass	3/23/98	TX4-620-091
45.	CompassLearning, Inc.	Tomorrow's Promise Biology	3/23/98	TX4-620-092
46.	CompassLearning, Inc.	Tomorrow's Promise Physical Science	3/23/98	TX4-620-093
47.	CompassLearning, Inc.	Compass 2.3 for Windows/Macintosh	3/23/98	TX4-620-094
48.	CompassLearning, Inc.	Learning First Elementary Mathematics	3/23/98	TX4-620-095

No.	Copyright Claimant	Title	Reg. Date	Reg. No.
49.	CompassLearning, Inc.	Tomorrow's Promise Chemistry	3/23/98	TX4-620-096
50.	CompassLearning, Inc.	Tomorrow's Promise Earth Science	3/23/98	TX4-620-097~
51.	CompassLearning, Inc.	Tomorrow's Promise Spelling Level 1	3/23/98	TX4-620-098
52.	CompassLearning, Inc.	Personal Compass 1.0 for Macintosh/Windows	3/23/98	TX4-620-099
53.	CompassLearning, Inc.	Middle School Mathematics	3/23/98	TX4-620-100
54.	CompassLearning, Inc.	Learning With Literature	3/23/98	TX4-620-101
55.	CompassLearning, Inc.	Learning First Life Skills and Employability Skills	3/23/98	TX4-620-102
56.	CompassLearning, Inc.	Learning First New Edition: Elementary Mathematics	3/23/98	TX4-620-103
57.	CompassLearning, Inc.	Learning First New Edition: Elementary Reading	3/23/98	TX4-623-106
58.	CompassLearning, Inc.	Integrated Language Arts – Primary – Level	3/25/98	TX4-623-208
59.	CompassLearning, Inc.	English Language Development - Primary Level	3/27/98	TX4-623-213
60.	CompassLearning, Inc.	Steps to English Language Development - Intermediate/Advanced Level	3/25/98	TX4-623-214
61.	CompassLearning, Inc.	Steps to English Language Development -Beginning Level	3/25/98	TX4-623-215
62.	CompassLearning, Inc.	Tapestry	3/27/98	TX4-623-244
63.	CompassLearning, Inc.	Tomorrow's Promise: Problem Solving Strategies (6-8)	3/27/98	TX4-623-245
64.	CompassLearning, Inc.	Tomorrow's Promise: Language Arts Essay Writing (6-8)	3/27/98	TX4-623-246
65.	CompassLearning, Inc.	Learning Expedition Reading Levels 4-8	3/27/98	TX4-623-247
66.	CompassLearning, Inc.	Learning Expedition Mathematics Levels 4-8	3/27/98	TX4-623-248
67.	CompassLearning, Inc.	Worldware 2.0	3/27/98	TX4-623-250
68.	CompassLearning, Inc.	Learning Expedition: Written Expression	3/27/98	TX4-623-251
69.	CompassLearning, Inc.	Learning Expedition: Math Higher Level Activities	3/27/98	TX4-623-252
70.	CompassLearning, Inc.	Learning Expedition: Language Arts	3/27/98	TX4-623-253
71.	CompassLearning, Inc.	Learning Expedition: Reading Levels 1-3	3/27/98	TX4-623-255
72.	CompassLearning, Inc.	Learning Expedition: Mathematics Levels 1-3	3/27/98	TX4-623-256
73.	CompassLearning, Inc.	Literature Based Mathematics	3/27/98	TX4-623-257

No.	Copyright Claimant	Title	Reg. Date	Reg. No.
74.	CompassLearning, Inc.	Learning First Middle School Mathematics	3/27/98	TX4-623-258
75.	CompassLearning, Inc.	Learning First Foundations in Mathematics	3/27/98	TX4-623-259
76.	CompassLearning, Inc.	Learning First Foundations in Reading	3/27/98	TX4-623-260
77.	CompassLearning, Inc.	Spanish Language Arts	3/27/98	TX4-623-264
78.	CompassLearning, Inc.	ActionMath	3/27/98	TX4-623-265
79.	CompassLearning, Inc.	Rims II 1.72 Mac Renaissance Instructional Management System	3/27/98	TX4-623-266
80.	CompassLearning, Inc.	Explorations in Science: Earth, Physical, Biology	3/27/98	TX4-623-267
81.	CompassLearning, Inc.	Peer to Peer Install Disk: Compass/Tomorrow's Promise 3.1	9/30/98	TX4-626-266
82.	CompassLearning, Inc.	LMS3.15	4/7/98	TX4-634-220
83.	CompassLearning, Inc.	Compass 2.2 for ILA	4/7/98	TX4-634-221
84.	CompassLearning, Inc.	Friday Afternoon	4/7/98	TX4-634-222
85.	CompassLearning, Inc.	Community Exploration	4/7/98	TX4-634-223
86.	CompassLearning, Inc.	RIMS I	4/7/98	TX4-634-224
87.	CompassLearning, Inc.	Stems	4/7/98	TX4-634-225
88.	CompassLearning, Inc.	Reading Skills Collection: Read to Imagine	4/8/98	TX4-634-227
89.	CompassLearning, Inc.	Reading Skills Collection: Reading for Meaning	4/7/98	TX4-634-228
90.	CompassLearning, Inc.	Reading Skills Collection: Read to Think	4/7/98	TX4-634-229
91.	CompassLearning, Inc.	Odyssey Manager v7.0 Text Work	7/6/2004	TX5-981-484
92.	CompassLearning, Inc.	CompassLearning Odyssey Manager Installation Guide Text Work	7/6/2004	TX5-981-481
93.	CompassLearning, Inc.	CompassLearning Odyssey Consumer User's Guide Text Work	7/6/2004	TX5-981-480
94.	CompassLearning, Inc.	CompassLearning Odyssey Startup Kit Text Work	7/6/2004	TX5-981-482
95.	CompassLearning, Inc.	CompassLearning Odyssey User's Guide Text Work	7/6/2004	TX5-981-483
96.	CompassLearning, Inc.	Odyssey Writer User's Guide Text Work	07/6/2004	TX5-981-477
97.	CompassLearning, Inc.	Reporting Student Progress and Achievement Text Work	07/6/2004	TX5-981-478
98.	CompassLearning, Inc.	Odyssey Enterprise v2.0 Text Work	07/6/2004	TX5-981-479

No.	Copyright Claimant	Title	Reg. Date	Reg. No.
99.	CompassLearning, Inc.	CompassLearning Odyssey Manager v8.0 Text Work	12/22/2004	TX6-066-374
100.	CompassLearning, Inc.	CompassLearning Odyssey Assessment Tools User's Guide Text Work	12/22/2004	TX6-080-476
101.	CompassLearning, Inc.	CompassLearning Odyssey Enterprise 3.0 Text Work	12/22/2004	TX6-080-480
102.	CompassLearning, Inc.	CompassLearning Odyssey Consumer User's Guide Text Work	12/22/2004	TX6-080-479
103.	CompassLearning, Inc.	CompassLearning Odyssey User's Guide Text Work	12/22/2004	TX6-080-478
104.	CompassLearning, Inc.	CompassLearning Odyssey Manager Installation Guide Text Work	12/22/2004	TX6-080-477
105.	CompassLearning, Inc.	CompassLearning Odyssey Startup Kit Text Work	12/22/2004	TX6-080-475
106.	CompassLearning, Inc.	CompassLearning Odyssey Enterprise Startup Kit Text Work	12/22/2004	TX6-080-474
107.	CompassLearning, Inc.	CompassLearning Odyssey Startup Kit (Oct 2006) Text Work	1/23/2007	TX6-505-664
108.	CompassLearning, Inc.	CompassLearning Odyssey Enterprise Startup Kit (Oct 2006) Text Work	1/23/2007	TX6-505-661
109.	CompassLearning, Inc.	CompassLearning Odyssey Instructional Resource Guide (Oct 2006) Text Work	1/23/2007	TX6-505-698
110.	CompassLearning, Inc.	Odyssey Manager v 12.1 (Oct 2006) Text Work	1/2/2007	TX6-505-660
111.	CompassLearning, Inc.	Odyssey Manager Enterprise v 12.1 (Oct 2006) Text Work	1/23/2007	TX6-505-663
112.	CompassLearning, Inc.	CompassLearning Odyssey Assessment Tools User's Guide (Oct 2006) Text Work	1/23/2007	TX6-505-662
113.	CompassLearning, Inc.	CompassLearning Critical Mistakes Matrix (2006)	05/04/2007	TX6-581-743

EXHIBIT B

Patents

None.

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EXHIBIT C

Trademarks

No.	TRADEMARK	REGISTRATION NO./ APPLICATION NO.
1.	CompassLearning Odyssey	2,800,981
2.	CompassLearning Odyssey	2,728,031
3.	CompassLearning Odyssey	2,725,691
4.	Critical Mistakes Framework	77/899827
5.	CompassLearning Impact Teacher Academy	85/097,840

EXHIBIT D

Mask Works

None.

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RECORDED: 10/18/2010

TRADEMARK
REEL: 004298 FRAME: 0410