

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Voyager Expanded Learning Company, Inc.		12/31/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sopris West Educational Services, Inc.
Street Address:	4093 Specialty Place
City:	Longmont
State/Country:	COLORADO
Postal Code:	80504
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	2860988	EVOYAGES
Registration Number:	3415697	EXPECT RESULTS
Registration Number:	3706968	PASSPORT READING JOURNEYS
Registration Number:	3197514	SOLO
Registration Number:	3184768	STRATEGIC ONLINE LEARNING OPPORTUNITIES
Registration Number:	3593583	TICKET TO READ
Registration Number:	3702174	TICKET TO READ
Registration Number:	3076517	TIMEWARP
Registration Number:	2779424	V
Registration Number:	2882365	V VOYAGERU
Registration Number:	2626404	VIP
Registration Number:	2911439	VITAL INDICATORS OF PROGRESS

OP \$640.00 2860988

Registration Number:	3113016	VMATH
Registration Number:	3778556	VMATH MATH INTERVENTION THAT WORKS VMATHLIVE
Registration Number:	3537700	VMATHLIVE
Registration Number:	3769145	VOCABJOURNEY
Registration Number:	2129258	VOYAGER EXPANDED LEARNING
Registration Number:	2590995	VOYAGER EXPANDED LEARNING
Registration Number:	3747247	VOYAGER PASAPORTE
Registration Number:	3655338	VOYAGER PASSPORT
Registration Number:	3747246	VOYAGER PASSPORT
Registration Number:	2749505	VOYAGER UNIVERSAL LITERACY SYSTEM
Registration Number:	2848412	VOYAGERU
Registration Number:	3336348	VPORT
Registration Number:	3341306	VPORT

CORRESPONDENCE DATA

Fax Number: (617)367-2988
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-227-7031
Email: wstrong@kcslegal.com
Correspondent Name: William S. Strong, Esq.
Address Line 1: Kotin, Crabtree & Strong, LLP
Address Line 2: One Bowdoin Square
Address Line 4: Boston, MASSACHUSETTS 02114-2925

ATTORNEY DOCKET NUMBER:	8974.020
NAME OF SUBMITTER:	William S. Strong
Signature:	/William S. Strong/
Date:	02/12/2011

Total Attachments: 5
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SECRETARY OF STATE

12/30/2010 12:32:01

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger
(Surviving Entity is a Domestic Entity)
filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number

(Colorado Secretary of State ID number)

Entity name or true name

Voyager Expanded Learning Company, Inc.

Form of entity

Corporation

Jurisdiction

Delaware

Street address

17855 N. Dallas Parkway, Suite 400
(Street number and name)

Dallas TX 75287
(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

ID Number

(Colorado Secretary of State ID number)

Entity name or true name

Cambium Learning (New York), Inc.

Form of entity

Corporation

Jurisdiction Delaware

Street address 17855 N. Dallas Parkway, Suite 400
(Street number and name)

Dallas TX 75287
(City) (State) (ZIP/Postal Code)

USA
(Province - if applicable) (Country)

Mailing address
 (leave blank if same as street address)
(Street number and name or Post Office/Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

ID Number
(Colorado Secretary of State ID number)

Entity name or true name

Form of entity

Jurisdiction

Street address
(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

Mailing address
 (leave blank if same as street address)
(Street number and name or Post Office/Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number 19971008216
(Colorado Secretary of State ID number)

Entity name or true name Sopris West Educational Services, Inc.

Form of entity Corporation

Jurisdiction Colorado

Street address 4093 Specialty Place
(Street number and name)

Longmont CO 80504
(City) (State) (ZIP/Postal Code)

USA
(Province -- if applicable) (Country)

Mailing address PO Box 1809
(leave blank if same as street address) (Street number and name or Post Office Box information)

Longmont CO 80502-1809
(City) (State) (ZIP/Postal Code)

USA
(Province -- if applicable) (Country)

3. Each merging entity has been merged into the surviving entity.

4. *(If the following statement applies, adopt the statement by marking the box.)*

The plan of merger provides for amendments to a constituent filed document of the surviving entity and an appropriate statement of change or other document effecting the amendments will be delivered to the Secretary of State for filing pursuant to Part 3 of Article 90 of Title 7, C.R.S.

5. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____
 Document number _____
 Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

6. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

7. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are 12/31/2010 11:59 pm
(mm:dd/yyyy, hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

Buchardt	☑	Todd	☑	W.	☑
<i>(Last)</i>		<i>(First)</i>		<i>(Middle)</i>	<i>(Suffix)</i>
17855 N. Dallas Parkway, Suite 400					
<i>(Street number and name or Post Office Box information)</i>					

Dallas	☑	TX	☑	75287	☑
<i>(City)</i>		<i>(State)</i>		<i>(ZIP/Postal Code)</i>	

		USA	☑		☑
<i>(Province - if applicable)</i>		<i>(Country)</i>			

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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