

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Archipelago Learning, LLC		06/04/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Edmentum, Inc.
Street Address:	5600 W 83rd St., Ste 300, 8200 Tower
City:	Bloomington
State/Country:	MINNESOTA
Postal Code:	55437
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	4032067	ARCHIPELAGO LEARNING
Registration Number:	3810147	ARCHIPELAGO LEARNING
Registration Number:	3902695	ARCHIPELAGO LEARNING
Registration Number:	3078052	E S L READING SMART
Registration Number:	3739678	ISLANDWEB
Registration Number:	3739686	NORTHSTAR LEARNING
Registration Number:	3810145	NORTHSTAR LEARNING
Registration Number:	3898667	NORTHSTAR LEARNING
Registration Number:	3984947	READING MATE
Registration Number:	3984945	READINGMATE
Registration Number:	3507135	STUDY ISLAND
Registration Number:	3806805	STUDY ISLAND
Registration Number:	4161301	STUDY ISLAND
Registration Number:	3909873	STUDY ISLAND

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TRADEMARK

Registration Number:	4160980	STUDY ISLAND
Registration Number:	3984948	THE PROVEN PATH TO ACADEMIC SUCCESS
Registration Number:	3213041	THE PROVEN PATH TO ENGLISH PROFICIENCY
Registration Number:	3452386	

CORRESPONDENCE DATA

Fax Number: 6127661600
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 6127667901
 Email: tmmppls@FaegreBD.com
 Correspondent Name: Faegre Baker Daniels LLP
 Address Line 1: 90 South Seventh Street
 Address Line 2: 2200 Wells Fargo Center
 Address Line 4: Minneapolis, MINNESOTA 55402-3901

ATTORNEY DOCKET NUMBER:	480610.
NAME OF SUBMITTER:	Dianna L. Gould, Paralegal
Signature:	/dlg/
Date:	06/14/2013

Total Attachments: 5
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TRADEMARK ASSIGNMENT

This assignment is effective June 4, 2013 by and between Archipelago Learning, LLC a Delaware limited liability company, with a principal place of business at 3232 McKinney Suite 400, Dallas, Texas 75204 ("Assignor"), and Edmentum, Inc., a Delaware corporation with a principal place of business at 8200 Tower, 5600 West 83rd Street #300, Bloomington, Minnesota 55437 ("Assignee").

A. Assignor is the owner of the trademarks identified on the attached Schedule A (the "Assigned Trademarks").

B. Assignee's parent company acquired Assignor's parent company pursuant to The Agreement and Plan of Merger among Plato Learning, Inc., Project Cayman Merger Corp. and Archipelago Learning, Inc. dated March 3, 2012. Assignor now operates as a sister company of Assignee.

C. Assignor wishes to assign certain trademarks to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Assigned Trademarks, together with the goodwill of the business symbolized thereby, together with the registrations identified on Schedule A and all past, present, and future remedies for infringement or dilution relating thereto.

From and after the effective date of this assignment, the parties shall execute such further documents, and perform such further acts, as may be reasonably requested to transfer and convey the Assigned Trademarks to the Assignee on the terms herein contained.

In witness whereof, the undersigned has caused this Trademark Assignment to be executed and delivered as of the date first written above.

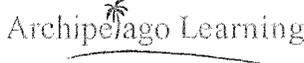
ASSIGNOR: ARCHIPELAGO LEARNING, LLC

By: 
Name: Robert Rueckl
Title: CFO
Date: 6/4/2013

ASSIGNEE: EDMENTUM, INC.

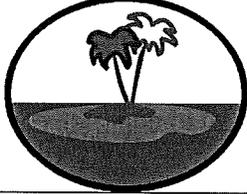
By: 
Name: Robert Rueckl
Title: CFO
Date: 6/4/2013

SCHEDULE A

<u>Mark</u>	<u>Jurisdiction</u>	<u>App No</u>	<u>App Date</u>	<u>Reg. No</u>	<u>Reg. Date</u>
ALLOY INTERACTIVE	State of Texas		7/3/2007	800839927	7/5/2007
ALLOY INTERACTIVE	State of Texas		7/3/2007	800839923	7/5/2007
ALLOY MULTIMEDIA	State of Texas		7/3/2007	800839925	10/9/2007
ALLOY MULTIMEDIA	State of Texas		7/3/2007	800839926	8/1/2007
ARCHIPELAGO LEARNING	United States of America	77/762038	6/1/2009	4,032,067	9/27/2011
ARCHIPELAGO LEARNING and Design (Horizontal) 	United States Of America	77/863,293	11/2/2009	3,810,147	6/29/2010
ARCHIPELAGO LEARNING and Design (Vertical) 	United States Of America	77/863,307	11/2/2009	3,902,695	1/11/2011
E S L READING SMART and Design 	China	6313948	10/9/2007	6313948	8/14/2010

<p>E S L READING SMART and Design</p> 	United States Of America	76/410,591	5/20/2002	3,078,052	4/11/2006
ISLANDWEB	United States of America	77/761,931	6/17/2009	3,739,678	1/19/2010
NORTHSTAR LEARNING	United States of America	77/761,989	6/17/2009	3,739,686	1/19/2010
<p>NORTHSTAR LEARNING and Design (Horizontal)</p> 	United States Of America	77/863,277	11/2/2009	3,810,145	6/29/2010
<p>NORTHSTAR LEARNING and Design (Vertical)</p> 	United States Of America	77/863,285	11/2/2009	3,898,667	1/4/2011
<p>READING MATE and Design</p> 	United States Of America	85/161,090	10/26/2010	3,984,947	6/28/2011

READINGMATE	United States Of America	85/161,078	10/26/2010	3,984,945	6/28/2011
STUDY ISLAND	Canada	1572295	4/10/2012		
STUDY ISLAND	European Community	010847739	4/30/2012	010847739	9/25/2012
STUDY ISLAND	United States Of America	77/196,967		3,507,135	9/30/2008
STUDY ISLAND and Design (Horizontal and with Circle)  STUDY ISLAND	United States Of America	77/863,258		3,806,805	6/22/2010
STUDY ISLAND and Design (Horizontal)  Study Island	United States Of America	85/458,176	10/27/2011	4,161,301	6/19/2012
STUDY ISLAND and Design (Vertical and with Circle)	United States Of America	77/863,269		3,909,873	1/25/2011

					
STUDY ISLAND and Design (Vertical)  Study Island	United States Of America	85/453,483	10/21/2011	4,160,980	6/19/2012
THE PROVEN PATH TO ACADEMIC SUCCESS	United States Of America	85/161,098	10/26/2010	3,984,948	6/28/2011
THE PROVEN PATH TO ENGLISH PROFICIENCY	United States Of America	78/866,766	4/21/2006	3,213,041	2/27/2007
	United States of America	77/197,027	6/4/2007	3,452,386	6/24/2008

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