

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A.		11/26/2013	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	COMPASSLEARNING, INC. (successor to RENZULLI LEARNING SYSTEMS LLC)		
Street Address:	203 Colorado Street		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78701		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3638756	PSP	
Registration Number:	3667544	RENZULLI NEXT-BOOK	
Registration Number:	4216693	RENZULLI PROFILER	
Registration Number:	4097927	RENZULLI LESSON LIBRARY	
Registration Number:	3285949	RENZULLI	
Registration Number:	3550865	CLOSING THE ACHIEVEMENT GAP	
Registration Number:	3550864	DIFFERENTIATION ENGINE	
Registration Number:	3550863	PROVEN DIFFERENTIATION	
Registration Number:	3620427	RENZULLI SCOREBOOSTER	
CORRESPONDENCE DATA			
Fax Number:	2124464900		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2124464800		

CH \$240.00 3638756

Email: hayley.smith@kirkland.com
Correspondent Name: Kirkland & Ellis LLP
Address Line 1: Attn Hayley Smith, Sr. Legal Assistant
Address Line 2: 601 Lexington Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	14837-1 (HS)
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NAME OF SUBMITTER:	Hayley Smith
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Signature:	//Hayley Smith//
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Date:	01/12/2014
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Total Attachments: 3

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this “Release”) is made as of November 26, 2013 (“Effective Date”) by JPMORGAN CHASE BANK, N.A. (“Secured Party”) in favor of COMPASSLEARNING, INC. as successor in interest to RENZULLI LEARNING SYSTEMS, LLC (“Grantor”).

WHEREAS, Grantor and Secured Party entered into that certain Pledge and Security Agreement dated December 28, 2011 (the “Pledge and Security Agreement”) which required the parties to enter into the Trademark Security Agreement (defined below);

WHEREAS, Grantor and Secured Party entered into that certain Trademark Security Agreement dated December 28, 2011 (the “Trademark Security Agreement”), wherein Grantor granted to Secured Party a continuing security interest in all of Grantor’s right, title and interest in and to the Collateral (as defined in the Trademark Security Agreement), including the items listed on Schedule 1 hereto, and such Trademark Security Agreement was recorded with the United States Patent and Trademark Office on March 22, 2012, at Reel 004741, Frames 0633-0640; and

WHEREAS, Grantor has satisfied the terms of the Pledge and Security Agreement and requests a specific release of the security interest granted and recorded against the Collateral.

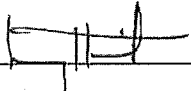
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Secured Party hereby terminates the Trademark Security Agreement and releases and re-assigns to Grantor any and all liens, security interests, right, title and interest it may have in, to and under the Collateral (as defined in the Trademark Security Agreement), together with the goodwill of the business symbolized thereby.

This Release shall be governed by, and construed and interpreted in accordance with, the laws of the State of Texas.

* * * * *

IN WITNESS WHEREOF, Secured Party has caused this Release to be executed by its duly authorized representative effective as of the Effective Date.

JPMORGAN CHASE BANK, N.A.



Name: Daryl Bickel

Title: Vice President

SCHEDULE 1

TRADEMARKS

OWNER NAME	MARK	MARK TYPE	FILE NUMBER	REG. NUMBER	REG. DATE	STATUS
Renzulli	PSP	Word	77/611,888	3,638,756	6/16/2009	REGISTERED
Renzulli	RENZULLI NEXT-BOOK	Word	77/467,634	3,667,544	8/11/2009	REGISTERED
Renzulli	RENZULLI PROFILER	Word	85/457,894	4,216,693	10/2/2012	REGISTERED
Renzulli	RENZULLI LESSON LIBRARY	Word	85/183,869	4,097,927	2/14/2012	REGISTERED
Renzulli	RENZULLI	Word	78/845,359	3,285,949	8/28/2007	REGISTERED
Renzulli	CLOSING THE ACHIEVEMENT GAP	Word	77/143,500	3,550,865	12/23/2008	REGISTERED
Renzulli	DIFFERENTIATION ENGINE	Word	77/143,482	3,550,864	12/23/2008	REGISTERED
Renzulli	PROVEN DIFFERENTIATION	Word	77/143,462	3,550,863	12/23/2008	REGISTERED
Renzulli	RENZULLI SCOREBOOSTER	Word	77/387,792	3,620,427	5/12/2009	REGISTERED