

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. |
| Street Address: | 203 Colorado Street   |
| City:           | Austin                |
| State/Country:  | TEXAS                 |
| Postal Code:    | 78701                 |
| Entity Type:    | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 24

| Property Type        | Number  | Word Mark                              |
|----------------------|---------|--|
| Registration Number: | 4091834 | COMPASSLEARNING IMPACT TEACHER ACADEMY |
| Registration Number: | 4215121 | MINDKEEPERS                            |
| Registration Number: | 4231198 | MOVE LEARNING FORWARD FOUNDATION       |
| Registration Number: | 1765662 | HARTLEY                                |
| Registration Number: | 1923500 | CUENTOS DE COQUI                       |
| Registration Number: | 2053034 | COMPASS                                |
| Registration Number: | 2656902 | COMPASSLEARNING                        |
| Registration Number: | 2530573 | C-PAS                                  |
| Registration Number: | 2579671 |  |
| Registration Number: | 2586070 | COMPASSLEARNING                        |
| Registration Number: | 2592387 |  |
| Registration Number: | 2592385 | COMPASSLEARNING                        |
| Registration Number: | 2636212 | COMPASSLEARNING                        |
| Registration Number: | 2640277 | COMPASSLEARNING                        |

**TRADEMARK**

|                      |         |  |
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| Registration Number: | 2654747 | COMPASSLEARNING                          |
| Registration Number: | 2663822 |  |
| Registration Number: | 2725691 | COMPASSLEARNING ODYSSEY                  |
| Registration Number: | 4010848 | CRITICAL MISTAKES FRAMEWORK              |
| Registration Number: | 2728031 | COMPASSLEARNING ODYSSEY                  |
| Registration Number: | 2800981 | COMPASSLEARNING ODYSSEY                  |
| Registration Number: | 2813730 |  |
| Registration Number: | 2813729 |  |
| Registration Number: | 2968115 | BRAIN BUZZERS                            |
| Registration Number: | 2980829 | BETTER TECHNOLOGY FOR IMPROVED STUDENT A |

**CORRESPONDENCE DATA**

Fax Number: 2124464900  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 2124464800  
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)     |
| NAME OF SUBMITTER:      | Hayley Smith     |
| Signature:              | //Hayley Smith// |
| Date:                   | 01/12/2014       |

**Total Attachments: 5**  
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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. (“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 0616-0625; 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.

\* \* \* \* \*



**SCHEDULE 1**

**TRADEMARKS**

| OWNER NAME                            | MARK  | MARK TYPE | FILE NUMBER | REG. NUMBER | REG. DATE  | STATUS     | COUNTRY       |
|---------------------------------------|---|-----------|-------------|-------------|------------|------------|---------------|
| Compass                               | COMPASSLEARNING<br>IMPACT TEACHERS<br>ACADEMY & Design      | Design    | 85/097,840  | 4,091,834   | 1/24/2012  | REGISTERED | United States |
| Compass                               | MINDKEEPERS   | Stylized  | 85/360,556  | 4,215,121   | 9/25/2012  | REGISTERED | United States |
| MoveLearning<br>Forward<br>Foundation | MOVELEARNINGFORWARD<br>FOUNDATION                           | Word      | 85/412,641  | 4,231,198   | 10/23/2012 | REGISTERED | United States |
| Compass                               | HARTLEY & Deisgn  | Design    | 74/257,129  | 1,765,662   | 4/20/1993  | REGISTERED | United States |
| Compass                               | CUENTOS DE COQUI<br>(Translates "Stories from the<br>Frog") | Word      | 74/592,365  | 1,923,500   | 10/3/1995  | REGISTERED | United States |
| Compass                               | COMPASS   | Word      | 74/439,993  | 2,053,034   | 4/15/1997  | REGISTERED | United States |
| Compass                               | COMPASSLEARNING &<br>Vertical Design                        | Design    | 479165      | 738046      | 4/3/2001   | REGISTERED | Mexico        |
| Compass                               | COMPASSLEARNING &<br>Vertical Design                        | Design    | 479164      | 738045      | 4/3/2001   | REGISTERED | Mexico        |
| Compass                               | COMPASSLEARNING &<br>Vertical Design                        | Design    | 479166      | 738047      | 4/3/2001   | REGISTERED | Mexico        |
| Compass                               | COMPASSLEARNING   | Word      | 75/907,689  | 2,656,902   | 12/3/2001  | REGISTERED | United States |
| Compass                               | C-PAS   | Word      | 75/907,091  | 2,530,573   | 1/15/2002  | REGISTERED | United States |
| Compass                               | CL Design   | Design    | 75/907,422  | 2,579,671   | 6/11/2002  | REGISTERED | United States |
| Compass                               | COMPASSLEARNING &<br>Vertical Design                        | Design    | 75/907,796  | 2,586,070   | 6/25/2002  | REGISTERED | United States |

| OWNER NAME | MARK   | MARK TYPE | FILE NUMBER | REG. NUMBER | REG. DATE  | STATUS     | COUNTRY        |
|------------|--|-----------|-------------|-------------|------------|------------|----------------|
| Compass    | CL Design  | Design    | 75/907,686  | 2,592,387   | 7/9/2002   | REGISTERED | United States  |
| Compass    | COMPASSLEARNING & Vertical Design                  | Design    | 75/907,235  | 2,592,385   | 7/9/2002   | REGISTERED | United States  |
| Compass    | COMPASSLEARNING                                    | Word      | 75/907,685  | 2,636,212   | 10/15/2002 | REGISTERED | United States  |
| Compass    | COMPASSLEARNING & Design                           | Design    | 75/907,593  | 2,640,277   | 10/22/2002 | REGISTERED | United States  |
| Compass    | COMPASSLEARNING                                    | Word      | 75/907,193  | 2,654,747   | 11/26/2002 | REGISTERED | United States  |
| Compass    | CL Design  | Design    | 75/907,687  | 2,663,822   | 12/17/2002 | REGISTERED | United States  |
| Compass    | COMPASSLEARNING ODYSSEY                            | Word      | 76/351,637  | 2,725,691   | 6/10/2003  | REGISTERED | United States  |
| Compass    | CRITICAL MISTAKES FRAMEWORK                        | Word      | 77/899,827  | 4,010,848   | 8/16/2011  | REGISTERED | United States  |
| Compass    | COMPASSLEARNING                                    | Word      |             | 2,227,354   | 3/28/2000  | REGISTERED | United Kingdom |
| Compass    | COMPASSLEARNING ODYSSEY                            | Word      | 76/351,638  | 2,728,031   | 6/17/2003  | REGISTERED | United States  |
| Compass    | COMPASSLEARNING ODYSSEY                            | Word      | 76/352,672  | 2,800,981   | 12/30/2003 | REGISTERED | United States  |
| Compass    | Sweep Logo   | Design    | 76/373,002  | 2,813,730   | 2/10/2004  | REGISTERED | United States  |
| Compass    | Sweep Logo   | Design    | 76/373,000  | 2,813,729   | 2/10/2004  | REGISTERED | United States  |
| Compass    | BRAIN BUZZERS                                      | Word      | 78/161,958  | 2,968,115   | 7/12/2005  | REGISTERED | United States  |
| Compass    | BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT | Word      | 78/314,666  | 2,980,829   | 8/2/2005   | REGISTERED | United States  |
| Compass    | COMPASSLEARNING & Vertical Design                  | Design    |             | 2,227,451   | 3/28/2000  | REGISTERED | United Kingdom |

| OWNER NAME | MARK                              | MARK TYPE | FILE NUMBER | REG. NUMBER | REG. DATE  | STATUS     | COUNTRY |
|------------|-----------------------------------|-----------|-------------|-------------|------------|------------|---------|
| Compass    | CL Design                         | Design    | 1032288     | TMA593611   | 10/30/2003 | REGISTERED | Canada  |
| Compass    | COMPASSLEARNING & Vertical Design | Design    | 1052289     | TMA662385   | 4/7/2006   | REGISTERED | Canada  |
| Compass    | COMPASSLEARNING                   | Word      | 1052290     | TMA662502   | 4/11/2006  | REGISTERED | Canada  |
| Compass    | COMPASS                           | Word      | 877358      | TMA545469   | 5/22/2001  | REGISTERED | Canada  |
| Compass    | WORLDWARE                         | Word      | 894386      | TMA537328   | 11/20/2000 | REGISTERED | Canada  |
| Compass    | COMPASS WORLDWARE                 | Word      | 877187      | TMA545468   | 5/22/2001  | REGISTERED | Canada  |
| Compass    | COMPASS                           | Word      |             | 173124      | 12/6/1996  | REGISTERED | Ireland |