

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		01/26/2010	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: 17

Property Type	Number	Word Mark
Registration Number:	2968115	BRAIN BUZZERS
Registration Number:	2813729	
Registration Number:	2800981	COMPASSLEARNING ODYSSEY
Registration Number:	2728031	COMPASSLEARNING ODYSSEY
Registration Number:	2725691	COMPASSLEARNING ODYSSEY
Registration Number:	2586070	COMPASSLEARNING
Registration Number:	2663822	
Registration Number:	2592387	
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	2579671	
Registration Number:	2654747	COMPASSLEARNING

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Registration Number:	2053034	COMPASS
Registration Number:	1923500	CUENTOS DE COQUI
Registration Number:	1765662	HARTLEY

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:	01/15/2014

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 January 26, 2010 (“Effective Date”) by JPMORGAN CHASE BANK, N.A. (“Administrative Agent”) in favor of COMPASSLEARNING, INC. (“Grantor”). Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Credit Agreement and the Guarantee and Collateral Agreement (as defined below).

WHEREAS, Grantor and the Administrative Agent and the other lender and borrower parties are party to that certain Credit Agreement dated as of March 2, 2007 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), and Grantor and Administrative Agent and the other parties thereto entered into that certain Guarantee and Collateral Agreement dated March 2, 2007 (together with all amendments and modifications, if any, from time to time thereafter made thereto, the “Guarantee and Collateral Agreement”) wherein Grantor granted to the Administrative Agent (as administrative agent on behalf of itself and the Secured Parties) a security interest in all Intellectual Property of the Grantor, including the Trademarks;

WHEREAS, Grantor and Administrative Agent and certain other grantors and lenders entered into that certain Grant of Security Interest in Trademark Rights dated March 2, 2007 (the “Trademark Security Agreement”), to record the security interest with respect to the Trademarks, and such Trademark Security Agreement was recorded with the United States Patent and Trademark Office on April 27, 2007, at Reel 003530, Frames 0662-0707; and

WHEREAS, Grantor requests a specific release of the security interest granted and recorded against the Trademarks owned by such Grantor, including the Trademarks listed on Schedule A hereto (collectively, the “Trademark Collateral”).

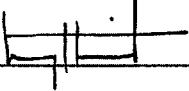
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent hereby, on behalf of itself and the Secured Parties, releases and re-assigns to Grantor any and all liens, security interests, right, title and interest it may have in, to and under the Trademark Collateral, 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 New York.

* * * * *

IN WITNESS WHEREOF, Administrative Agent has caused this Release to be executed, on behalf of itself and the Secured Parties, by its duly authorized representative effective as of the Effective Date.

JPMORGAN CHASE BANK, N.A.



Name: David P. Ryan

Title: Vice President

SCHEDULE A
U.S. Trademark Registrations and Applications

Title	Registration Number/ Serial Number	Owner
EDUSTRESS RELIEF*	78/925,983	CompassLearning, Inc.
EDUSTRESS RELIEF*	78/925,980	CompassLearning, Inc.
EDUSTRESS RELIEF*	78/925,967	CompassLearning, Inc.
COMPASSLEARNING CRITICAL MISTAKES MATRIX*	77/059,198	CompassLearning, Inc.
BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT*	2,980,829	CompassLearning, Inc.
BRAIN BUZZERS	2,968,115	CompassLearning, Inc.
DESIGN ONLY*	2,813,732	CompassLearning, Inc.
DESIGN ONLY*	2,882,318	CompassLearning, Inc.
DESIGN ONLY*	2,813,731	CompassLearning, Inc.
DESIGN ONLY	2,813,730	CompassLearning, Inc.
DESIGN ONLY*	2,882,317	CompassLearning, Inc.
DESIGN ONLY	2,813,729	CompassLearning, Inc.
COMPASSLEARNING ODYSSEY	2,800,981	CompassLearning, Inc.
COMPASS LEARNING EXPLORER*	2,780,326	CompassLearning, Inc.
COMPASSLEARNING EXPLORER*	2,782,733	CompassLearning, Inc.
COMPASSLEARNING EXPLORER*	2,765,262	CompassLearning, Inc.

Title	Registration Number/ Serial Number	Owner
COMPASSLEARNING ODYSSEY	2,728,031	CompassLearning, Inc.
COMPASS LEARNING ODYSSEY	2,725,691	CompassLearning, Inc.
BRIDGENET*	2,715,196	CompassLearning, Inc.
COMPASSLEARNING AND DESIGN	2,586,070	CompassLearning, Inc.
DESIGN ONLY	2,663,822	CompassLearning, Inc.
DESIGN ONLY	2,592,387	CompassLearning, Inc.
COMPASSLEARNING AND DESIGN	2,640,277	CompassLearning, Inc.
COMPASSLEARNING AND DESIGN	2,592,385	CompassLearning, Inc.
COMPASSLEARNING	2,656,902	CompassLearning, Inc.
COMPASSLEARNING	2,636,212	CompassLearning, Inc.
DESIGN ONLY	2,579,671	CompassLearning, Inc.
COMPASSLEARNING	2,654,747	CompassLearning, Inc.
C-PAS*	2,530,573	CompassLearning, Inc.
COMPASS VIRTUAL CLASSROOM*	2,550,448	CompassLearning, Inc.
ASSESSMENT DESIGNER*	2,495,147	CompassLearning, Inc.
THE LEARNING ODYSSEY*	2,848,225	CompassLearning, Inc.
CHILDU*	2,823,828	CompassLearning, Inc.
CHILDU*	2,624,854	CompassLearning, Inc.

Title	Registration Number/ Serial Number	Owner
CHILDU*	2,695,098	CompassLearning, Inc.
CHILDU*	2,624,853	CompassLearning, Inc.
THE LEARNING ODYSSEY*	2,710,818	CompassLearning, Inc.
CHILDU*	2,639,349	CompassLearning, Inc.
THE LEARNING ODYSSEY*	2,564,366	CompassLearning, Inc.
CHILDU E-KNOWLEDGE LEADERS AND DESIGN*	2,647,783	CompassLearning, Inc.
THE LEARNING ODYSSEY*	76/355,867	CompassLearning, Inc.
THE LEARNING ODYSSEY*	76/355,868	CompassLearning, Inc.
DRAGON TALES*	2,054,029	CompassLearning, Inc.
WORDS ON WINGS*	2,042,802	CompassLearning, Inc.
IDEA SHAPER*	2,106,204	CompassLearning, Inc.
COMPASS	2,053,034	CompassLearning, Inc.
STORYBOOK MAKER*	2,108,138	CompassLearning, Inc.
CUENTOS DE COQUI	1,923,500	CompassLearning, Inc.
DESIGN ONLY*	1,396,585	CompassLearning, Inc.
BRICK BY BRICK*	1,411,116	CompassLearning, Inc.
HARTLEY	1,765,662	CompassLearning, Inc.
TOMORROW'S PROMISE*	2,219,515	CompassLearning, Inc.
COMPASS-WORLDWARE*	2,229,384	CompassLearning, Inc.

*Lapsed