

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	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**

<b>Name:</b>	COMPASSLEARNING, INC.
<b>Street Address:</b>	203 Colorado Street
<b>City:</b>	Austin
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	78701
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	2968115	BRAIN BUZZERS
Registration Number:	2053034	COMPASS
Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	2654747	COMPASSLEARNING
Registration Number:	2586070	COMPASSLEARNING
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2800981	COMPASSLEARNING ODYSSEY
Registration Number:	2728031	COMPASSLEARNING ODYSSEY
Registration Number:	2725691	COMPASSLEARNING ODYSSEY
Registration Number:	1923500	CUENTOS DE COQUI
Registration Number:	2813730	
Registration Number:	2813729	

CH \$465.00 2968115

Registration Number:	2663822	
Registration Number:	2592387	
Registration Number:	2579671	
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:	01/13/2014

Total Attachments: 4  
 source=CompassLearning Release of Trademarks (2009) (1-8-2014)#page1.tif  
 source=CompassLearning Release of Trademarks (2009) (1-8-2014)#page2.tif  
 source=CompassLearning Release of Trademarks (2009) (1-8-2014)#page3.tif  
 source=CompassLearning Release of Trademarks (2009) (1-8-2014)#page4.tif

**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 Security Agreement as applicable (as defined below).

**WHEREAS**, Grantor and Administrative Agent and the other lender and borrower parties entered into the Credit and Guarantee Agreement dated as of August 26, 2009 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), and Grantor, Administrative Agent and the other parties thereto entered into that certain Security Agreement dated August 26, 2009 (as amended, supplemented or otherwise modified from time to time, the “Security Agreement”) wherein Grantor pledged and granted to the Administrative Agent (as administrative agent on behalf of itself and the Secured Parties) a continuing security interest in all Intellectual Property of such Grantor, including the Trademarks;

**WHEREAS**, Grantor and Administrative Agent entered into that certain Grant of Security Interest in Trademark Rights dated August 26, 2009 (the “Trademark Security Agreement”), to record the security interest with respect to the Collateral (as defined in the Trademark Security Agreement), including the Trademarks listed on Schedule A hereto (the “Trademark Collateral”), and such Trademark Security Agreement was recorded with the United States Patent and Trademark Office on September 25, 2009, at Reel 004068, Frames 0890-0899; and

**WHEREAS**, Grantor requests a specific release of the security interest granted and recorded against 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, 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 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 Hays

Title: Vice President

**Schedule A**

**U.S. Trademark Registrations and Applications**

<b>Trademark</b>	<b>Registration or Serial Number</b>
BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT*	2,980,829
BRAIN BUZZERS	2,968,115
COMPASS	2,053,034
COMPASSLEARNING	2,656,902
COMPASSLEARNING	2,636,212
COMPASSLEARNING	2,654,747
COMPASSLEARNING AND DESIGN	2,586,070
COMPASSLEARNING AND DESIGN	2,640,277
COMPASSLEARNING AND DESIGN	2,592,385
COMPASSLEARNING EXPLORER*	2,780,326
COMPASSLEARNING EXPLORER*	2,782,733
COMPASSLEARNING EXPLORER*	2,765,262
COMPASSLEARNING ODYSSEY	2,800,981
COMPASSLEARNING ODYSSEY	2,728,031
COMPASSLEARNING ODYSSEY	2,725,691
COMPASS-WORLDWARE*	2,229,384
C-PAS*	2,530,573
CUENTOS DE COQUI	1,923,500
DESIGN ONLY*	2,813,732
DESIGN ONLY*	2,882,318

<b>Trademark</b>	<b>Registration or Serial Number</b>
DESIGN ONLY*	2,813,731
DESIGN ONLY	2,813,730
DESIGN ONLY*	2,882,317
DESIGN ONLY	2,813,729
DESIGN ONLY	2,663,822
DESIGN ONLY	2,592,387
DESIGN ONLY	2,579,671
HARTLEY	1,765,662
THE LEARNING ODYSSEY*	2,848,225

\*Lapsed