

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM393184

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CompassLearning, Inc.		07/29/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	KeyBank National Association, as Secured Party		
<b>Street Address:</b>	127 Public Square		
<b>City:</b>	Cleveland		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44114		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 29</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4855191	GOQUEST	
<b>Registration Number:</b>	4806623	PATHBLAZER	
<b>Registration Number:</b>	4798061	HYBRIDGE	
<b>Registration Number:</b>	4353110	MOVE LEARNING FORWARD F O U N D A T I O	
<b>Registration Number:</b>	4352852	RENZULLI LEARNING	
<b>Registration Number:</b>	4216693	RENZULLI PROFILER	
<b>Registration Number:</b>	4231198	MOVE LEARNING FORWARD FOUNDATION	
<b>Registration Number:</b>	4215121	MINDKEEPERS	
<b>Registration Number:</b>	4097927	RENZULLI LESSON LIBRARY	
<b>Registration Number:</b>	4091834	COMPASSLEARNING IMPACT TEACHER ACADEMY	
<b>Registration Number:</b>	4010848	CRITICAL MISTAKES FRAMEWORK	
<b>Registration Number:</b>	3285949	RENZULLI	
<b>Registration Number:</b>	2968115	BRAIN BUZZERS	
<b>Registration Number:</b>	2813730		
<b>Registration Number:</b>	2725691	COMPASSLEARNING ODYSSEY	
<b>Registration Number:</b>	2800981	COMPASSLEARNING ODYSSEY	
<b>Registration Number:</b>	2654747	COMPASSLEARNING	
<b>Registration Number:</b>	2586070	COMPASSLEARNING	
<b>Registration Number:</b>	2663822		

OP \$740.00 4855191

Property Type	Number	Word Mark
Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2579671	
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2592387	
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	1923500	CUENTOS DE COQUI
Registration Number:	2053034	COMPASS
Serial Number:	86327493	GRADBOUND
Serial Number:	86312472	TRAILREADY

**CORRESPONDENCE DATA**

Fax Number: 9192868199

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 919 286-8000

Email: PTO\_TMconfirmation@mvalaw.com

Correspondent Name: MOORE & VAN ALLEN PLLC

Address Line 1: 3015 CARRINGTON MILL BOULEVARD

Address Line 2: SUITE 400

Address Line 4: MORRISVILLE, NORTH CAROLINA 27560

**ATTORNEY DOCKET NUMBER:** 020445.000110

**NAME OF SUBMITTER:** John E. Slaughter

**SIGNATURE:** /John E. Slaughter/

**DATE SIGNED:** 07/29/2016

**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Pledge and Security Agreement dated as of July 29, 2016 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and KeyBank National Association (the "Secured Party"), the undersigned Obligor has granted to the Secured Party a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the trademark registrations and trademark applications set forth on Schedule 1 hereto.

The undersigned Obligor and Secured Party hereby acknowledge and agree that the security interest in the foregoing trademark registrations and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark registration or trademark application.

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Very truly yours,

COMPASSLEARNING, INC.,  
a Delaware corporation

By: \_\_\_\_\_

Name: Steven J. Berger

Title: President and Treasurer

203 Colorado Street  
Austin, TX 78701

COMPASSLEARNING, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 005841 FRAME: 0640**

Acknowledged and Accepted:

KEYBANK NATIONAL ASSOCIATION, as Secured Party

By: 

Name: Geoff Smith

Title: Senior Vice President

127 Public Square  
Cleveland, Ohio 44114

COMPASSLEARNING, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 005841 FRAME: 0641**

**Schedule 1**

**CompassLearning, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Trademark Registrations**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
GOQUEST	4855191	11/17/15
PATHBLAZER	4806623	09/08/15
HYBRIDGE	4798061	08/25/15
MOVE LEARNING FORWARD F O U N D A T I O N and Design	4353110	06/18/13
RENZULLI LEARNING	4352852	06/18/13
RENZULLI PROFILER	4216693	10/02/12
MOVE LEARNING FORWARD FOUNDATION	4231198	10/23/12
MINDKEEPERS	4215121	09/25/12
RENZULLI LESSON LIBRARY	4097927	02/14/12
COMPASSLEARNING IMPACT TEACHER ACADEMY and Design	4091834	01/24/12
CRITICAL MISTAKES FRAMEWORK	4010848	08/16/11
RENZULLI	3285949	08/28/07
BRAIN BUZZERS	2968115	07/12/05
Design Only	2813730	02/10/04
COMPASSLEARNING ODYSSEY	2725691	06/10/03
COMPASSLEARNING ODYSSEY	2800981	12/30/03
COMPASSLEARNING	2654747	11/26/02
COMPASSLEARNING and Design	2586070	06/25/02
Design Only	2663822	12/17/02
COMPASSLEARNING	2656902	12/03/02
COMPASSLEARNING and Design	2592385	07/09/02
Design Only	2579671	06/11/02
COMPASSLEARNING and Design	2640277	10/22/02
Design Only	2592387	07/09/02
COMPASSLEARNING	2636212	10/15/02
CUENTOS DE COQUI	1923500	10/03/95
COMPASS	2053034	04/15/97

**Trademark Applications**

<b>Mark</b>	<b>Appl. No.</b>	<b>Filing Date</b>
GRADBOUND	86327493	07/02/14
TRAILREADY	86312472	06/17/14