

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411351

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CompassLearning, Inc.		12/14/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Edgenuity Inc.
Street Address:	8860 East Chaparral Road, Suite 100
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85250
Entity Type:	Corporation: NEVADA

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	2968115	BRAIN BUZZERS
Registration Number:	2053034	COMPASS
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	2654747	COMPASSLEARNING
Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2586070	COMPASSLEARNING
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	4091834	COMPASSLEARNING IMPACT TEACHER ACADEMY
Registration Number:	2725691	COMPASSLEARNING ODYSSEY
Registration Number:	2800981	COMPASSLEARNING ODYSSEY
Registration Number:	4010848	CRITICAL MISTAKES FRAMEWORK
Registration Number:	4855191	GOQUEST
Serial Number:	86327493	GRADBOUND
Registration Number:	4798061	HYBRIDGE
Registration Number:	4215121	MINDKEEPERS
Registration Number:	4806623	PATHBLAZER
Registration Number:	3285949	RENZULLI

OP \$715.00 2968115

Property Type	Number	Word Mark
Registration Number:	4352852	RENZULLI LEARNING
Registration Number:	4097927	RENZULLI LESSON LIBRARY
Registration Number:	4216693	RENZULLI PROFILER
Registration Number:	2813730	
Registration Number:	2579671	
Registration Number:	2592387	
Serial Number:	86312472	TRAILREADY
Registration Number:	4353110	MOVE LEARNING FORWARD F O U N D A T I O
Registration Number:	4231198	MOVE LEARNING FORWARD FOUNDATION
Registration Number:	2663822	

CORRESPONDENCE DATA

Fax Number: 6178327000

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: 617-832-1000

Email: ustrademark@foleyhoag.com

Correspondent Name: Nicole Kinsley, Esq.

Address Line 1: Foley Hoag LLP, 155 Seaport Boulevard

Address Line 4: Boston, MASSACHUSETTS 02210-2600

NAME OF SUBMITTER:	Nicole Kinsley
SIGNATURE:	/Nicole Kinsley/
DATE SIGNED:	01/06/2017

Total Attachments: 3
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Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"COMPASSLEARNING, INC.", A DELAWARE CORPORATION,

"COMPASSLEARNING MIDCO 1, INC.", A DELAWARE CORPORATION,

"COMPASSLEARNING MIDCO 2, INC.", A DELAWARE CORPORATION,

"CL HOLDINGS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

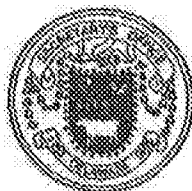
WITH AND INTO "EDGENUITY INC." UNDER THE NAME OF "EDGENUITY

INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2016, AT 10:41 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2016 AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

6282269 8100M
SR# 20167267766

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203586672
Date: 12-27-16

TRADEMARK
REEL: 005960 FRAME: 0304

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:41 AM 12/27/2016
FILED 10:41 AM 12/27/2016
SR 20167267766 - File Name: 1101364

CERTIFICATE OF MERGER
of
**CL HOLDINGS LLC,
COMPASSLEARNING MIDCO 1, INC.,
COMPASSLEARNING MIDCO 2, INC.,
and
COMPASSLEARNING, INC.
into
EDGENUITY INC.**

**PURSUANT TO SECTION 252 OF THE DELAWARE GENERAL CORPORATION LAW
AND
SECTION 18-209 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT**

The undersigned, being the surviving corporation, hereby sets forth as follows:

FIRST: The name of the surviving corporation is Edgenuity Inc., a Nevada corporation (the "Surviving Corporation").

SECOND: The names of the non-surviving limited liability company and corporations are:

CL Holdings LLC, a Delaware limited liability company,
CompassLearning Midco 1, Inc., a Delaware corporation,
CompassLearning Midco 2, Inc., a Delaware corporation,
and
CompassLearning, Inc. a Delaware corporation,

(collectively hereinafter referred to as the "Merging Companies").

THIRD: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and by each Merging Company in accordance with Section 252 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

FOURTH: The Amended and Restated Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

FIFTH: The effective day and time of the merger herein provided for is December 31, 2016 at 12:59 PM, Eastern Standard Time.

SIXTH: The executed Agreement and Plan of Merger is on file at the place of business of the Surviving Corporation, located at 8860 East Chaparral Road, Suite 100, Scottsdale, Arizona 85250.

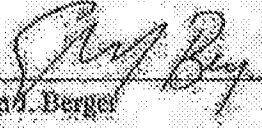
SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member of any constituent corporation.

EIGHTH: The Surviving Corporation agrees that it may be served process in this state in any proceeding for enforcement of any obligation of any Merging Company of this State, as well as for the enforcement of any obligation of the surviving or resulting corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder or member as determined in appraisal proceedings pursuant to the provision of Section 262 of the Delaware General Corporation Law and/or Section 18-210 of the Delaware Limited Liability Company Act. The Surviving Corporation irrevocably appoints the Secretary of State of Delaware as its agent to accept service or process in any such suit or other proceedings and the address to which the Secretary of State shall mail a copy of such process to is 3860 East Chaparral Road, Suite 100, Scottsdale, Arizona 85250.

IN WITNESS WHEREOF, this certificate is hereby executed this 19 day of December, 2016.

EDGENUITY INC.
THE FOREIGN SURVIVING CORPORATION

BY


Steven S. Bergel
Secretary