

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM462349

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KeyBank National Association, as Administrative Agent		02/15/2018	BANK: UNITED STATES
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: 48			
Property Type	Number	Word Mark	
Registration Number:	4855191	GOQUEST	
Registration Number:	4806623	PATHBLAZER	
Registration Number:	4798061	HYBRIDGE	
Registration Number:	4353110	MOVE LEARNING FORWARD F O U N D A T I O	
Registration Number:	4352852	RENZULLI LEARNING	
Registration Number:	4231198	MOVE LEARNING FORWARD FOUNDATION	
Registration Number:	4216693	RENZULLI PROFILER	
Registration Number:	4215121	MINDKEEPERS	
Registration Number:	4097927	RENZULLI LESSON LIBRARY	
Registration Number:	4091834	COMPASSLEARNING IMPACT TEACHER ACADEMY	
Registration Number:	4010848	CRITICAL MISTAKES FRAMEWORK	
Registration Number:	3285949	RENZULLI	
Registration Number:	2968115	BRAIN BUZZERS	
Registration Number:	2813730		
Registration Number:	2800981	COMPASSLEARNING ODYSSEY	
Registration Number:	2725691	COMPASSLEARNING ODYSSEY	
Registration Number:	2663822		
Registration Number:	2656902	COMPASSLEARNING	
Registration Number:	2654747	COMPASSLEARNING	
TRADEMARK			

OP \$1215.00 4855191

Property Type	Number	Word Mark
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	2592387	
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2586070	COMPASSLEARNING
Registration Number:	2579671	
Registration Number:	2053034	COMPASS
Registration Number:	1923500	CUENTOS DE COQUI
Registration Number:	5242887	UPSMART
Registration Number:	5209579	EDGENUITY
Registration Number:	5171829	EDGENUITY WHERE LEARNING CLICKS
Registration Number:	5162025	GIANT CAMPUS ACADEMY
Registration Number:	5162022	GIANT CAMPUS ACADEMY
Registration Number:	5129540	GIANT CAMPUS
Registration Number:	5038081	EDGENUITY
Registration Number:	4938528	EDGENUITY WHERE LEARNING CLICKS
Registration Number:	4896035	EDGENUITY
Registration Number:	4872835	CLOSEREADER
Registration Number:	4837416	EDGENUITY MYPATH
Registration Number:	4587734	EDGENUITY WHERE LEARNING CLICKS
Registration Number:	4478712	SECURENET
Registration Number:	4445128	
Registration Number:	2667979	E2020
Registration Number:	2653420	EDUCATION 2020
Serial Number:	86327493	GRADBOUND
Serial Number:	86312472	TRAILREADY
Serial Number:	87071536	EDGENUITY MINDFUL
Serial Number:	86653671	GIANT CAMPUS GRAD TRACK
Serial Number:	86058807	EDGENUITY

CORRESPONDENCE DATA

Fax Number:

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: 2023704750

Email: ipteam@cogencyglobal.com

Correspondent Name: Darlena Bari Stark

Address Line 1: 1025 VERMONT AVE NW, SUITE 1130

Address Line 2: COGENCY GLOBAL INC.

Address Line 4: WASHINGTON, D.C. 20005

TRADEMARK

REEL: 006274 FRAME: 0942

ATTORNEY DOCKET NUMBER:	F175551 release
NAME OF SUBMITTER:	RACHEL KLEIN
SIGNATURE:	/RACHEL KLEIN/
DATE SIGNED:	02/15/2018
Total Attachments: 4 source=Trademark Release draft _flat#page2.tif source=Trademark Release draft _flat#page3.tif source=Trademark Release draft _flat#page4.tif source=Trademark Release draft _flat#page5.tif	

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated February 15, 2018 (“Release”), is made by KeyBank National Association, as Administrative Agent (the “Administrative Agent”) in favor of CompassLearning, Inc., a Delaware corporation (“Compass”), and Edgenuity, Inc., a Nevada corporation (the “Borrower”) (each of Compass and the Borrower being a “Grantor”, and collectively, the “Grantors”).

WHEREAS, pursuant to that certain Security Agreement dated as of September 14, 2016 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the “Security Agreement”) by and among Edgenuity Holdings, LLC, a Delaware limited liability company, the Grantors and the Administrative Agent, and the Trademark Security Agreement dated as of September 14, 2016 (the “Trademark Security Agreement” and, together with the Security Agreement, the “IP Security Documentation”) by and among the Grantors and the Administrative Agent, each Grantor granted to the Administrative Agent, for the benefit of the Secured Parties, a continuing security interest in, all right, title or interest of each such Grantor in and to any and all Trademark Collateral;

WHEREAS, the Trademark Security Agreement was recorded at the United States Patent and Trademark Office (“USPTO”) on September 16, 2016 at Reel 005878 Frame 0619; and

WHEREAS, pursuant to the Payoff Letter dated February 13, 2018, among the Borrower and the Administrative Agent, the Administrative Agent agreed to release any and all pledges, guarantees, security interests, liens and other encumbrances under the IP Security Documentation.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent, on behalf of the Secured Parties, and the Grantors hereby agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the IP Security Documentation.

SECTION 2. Termination and Release. The Administrative Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the continuing security interest in, and the right to set off against, Grantors’ right, title, and interest in and to all the Trademark Collateral, including, but not limited to, the foregoing listed on Schedule A attached hereto, granted pursuant to the IP Security Documentation;

(b) agrees that any right, title or interest in the Trademark Collateral granted pursuant to the IP Security Documentation shall hereby cease and become void; and

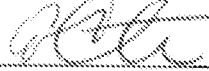
(c) authorizes the recordation of this Release with the USPTO at Grantors’ expense.

SECTION 3. Choice of Law. This Release shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

KeyBank National Association, as Administrative Agent

By: 

Name: Geoff Smith

Title: Senior Vice President

Schedule A

CompassLearning, Inc.
(Delaware Corporation)

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
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
MOVE LEARNING FORWARD FOUNDATION	4231198	10/23/12
RENZULLI PROFILER	4216693	10/02/12
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	2800981	12/30/03
COMPASSLEARNING ODYSSEY	2725691	06/10/03
Design Only	2663822	12/17/02
COMPASSLEARNING	2656902	12/03/02
COMPASSLEARNING	2654747	11/26/02
COMPASSLEARNING and Design	2640277	10/22/02
COMPASSLEARNING	2636212	10/15/02
Design Only	2592387	07/09/02
COMPASSLEARNING and Design	2592385	07/09/02
COMPASSLEARNING and Design	2586070	06/25/02
Design Only	2579671	06/11/02
COMPASS	2053034	04/15/97
CUENTOS DE COQUI	1923500	10/03/95

Trademark Applications

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

Edgenuity, Inc.
(Nevada Corporation)

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
UPSMART	5242887	07/11/17
EDGENUITY	5209579	05/23/17
EDGENUITY WHERE LEARNING CLICKS	5171829	03/28/17
C GIANT CAMPUS ACADEMY and Design	5162025	03/14/17
GIANT CAMPUS ACADEMY	5162022	03/14/17
GIANT CAMPUS	5129540	01/24/17
EDGENUITY	5038081	09/06/16
EDGENUITY WHERE LEARNING CLICKS	4938528	04/12/16
EDGENUITY	4896035	02/02/16
CLOSEREADER	4872835	12/22/15
EDGENUITY MYPATH	4837416	10/20/15
EDGENUITY WHERE LEARNING CLICKS	4587734	08/19/14
SECURENET	4478712	02/04/14
Design Only	4445128	12/03/13
E2020	2667979	12/31/02
EDUCATION 2020	2653420	11/26/02

Trademark Applications

Mark	Appl. No.	Filing Date
EDGENUITY MINDFUL	87071536	06/14/16
GIANT CAMPUS GRAD TRACK	86653671	06/05/15
EDGENUITY	86058807	09/09/13