

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM308167

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MoveLearningForward Foundation		06/19/2014	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<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		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4231198	MOVE LEARNING FORWARD FOUNDATION	
<b>Registration Number:</b>	4353110	MOVE LEARNING FORWARD F O U N D A T I O	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124082501		
<i>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.</i>			
<b>Phone:</b>	2124082528		
<b>Email:</b>	julie.albert@bakerbotts.com		
<b>Correspondent Name:</b>	Julie Beth Albert		
<b>Address Line 1:</b>	30 Rockefeller Plaza		
<b>Address Line 2:</b>	Baker Botts L.L.P., 44th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10112		
<b>ATTORNEY DOCKET NUMBER:</b>	078902.0112		
<b>NAME OF SUBMITTER:</b>	Julie Beth Albert		
<b>SIGNATURE:</b>	/jba/		
<b>DATE SIGNED:</b>	06/19/2014		
<b>Total Attachments: 2</b>			
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**TRADEMARK ASSIGNMENT**

**THIS AGREEMENT** is effective as of the 19<sup>th</sup> day of June, 2014 by and between MoveLearningForward Foundation, a corporation organized and existing under the laws of the state of Texas, having a principal place of business at 1010 Hidden Valley Court, McGregor, Texas 76657 (hereafter "Assignor"), and COMPASSLEARNING, INC., a corporation organized and existing under the laws of the state of Delaware, having a principal place of business at 203 Colorado Street, Austin, Texas 78701 (hereafter "Assignee").

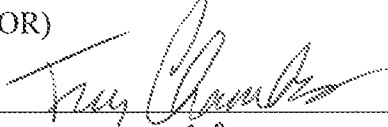
**WHEREAS**, Assignor is the owner of all right, title and interest in and to the marks identified in Exhibit A attached hereto, together with the goodwill of the business associated therewith (hereafter the "Marks"); and

**WHEREAS**, Assignee desires to acquire all right, title and interest in and to the Marks and in and to the registrations therefor, together with the goodwill of the business symbolized by the Marks in the United States.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee the entire worldwide and universal right, title and interest in and to the marks identified in Exhibit A attached hereto, together with the goodwill of the business symbolized thereby, and the registrations therefor, and the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with any and all past, present or future infringements or dilution of or damage or injury to said marks or the registrations thereof or such associated goodwill.

**IN WITNESS WHEREOF**, the parties have executed this Agreement effective as of the date first written above.

MOVELEARNINGFORWARD FOUNDATION  
(ASSIGNOR)

By : 

Name : Tracy Chambers

Title : Secretary

COMPASSLEARNING, INC.  
(ASSIGNEE)

By : 

Name : Eric Loeffel

Title : CEO

EXHIBIT A

Mark	Registration	Goods/Services
MOVE LEARNING FORWARD FOUNDATION	U.S. Reg. No. 4,231,198	Charitable education services, namely, organizing and developing programs aimed to support educational initiatives that contribute to strategic and well-planned partnerships between schools and educational institutions intended to foster innovation and promote opportunities for student learning and academic success; in Class 35
<p data-bbox="191 751 605 856">MOVE LEARNING FORWARD FOUNDATION &amp; Design</p>  <p data-bbox="191 1010 605 1144">MOVE Learning Forward FOUNDATION</p>	U.S. Reg. No. 4,353,110	Charitable education services, namely, organizing and developing programs aimed to support educational initiatives that contribute to strategic and well-planned partnerships between schools and educational institutions intended to foster innovation and promote opportunities for student learning and academic success; in Class 35