

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT		07/19/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	COMPASSLEARNING, INC.
<b>Street Address:</b>	13500 Evening Creek Road
<b>Internal Address:</b>	Suite 200
<b>City:</b>	San Diego
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92128
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 42**

Property Type	Number	Word Mark
Registration Number:	2495147	ASSESSMENT DESIGNER
Serial Number:	78314669	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT
Serial Number:	78314674	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT
Serial Number:	78314666	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT
Registration Number:	2968115	BRAIN BUZZERS
Registration Number:	2715196	BRIDGENET
Registration Number:	2240746	CLASSROOM ESSENTIALS
Registration Number:	2053034	COMPASS
Registration Number:	2550448	COMPASS VIRTUAL CLASSROOM
Registration Number:	2654747	COMPASSLEARNING
Registration Number:	2636212	COMPASSLEARNING

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Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2586070	COMPASSLEARNING
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2765262	COMPASSLEARNING EXPLORER
Registration Number:	2782733	COMPASSLEARNING EXPLORER
Registration Number:	2780326	COMPASSLEARNING EXPLORER
Registration Number:	2728031	COMPASSLEARNING ODYSSEY
Registration Number:	2725691	COMPASSLEARNING ODYSSEY
Registration Number:	2800981	COMPASSLEARNING ODYSSEY
Registration Number:	2229384	COMPASS-WORLDWARE
Registration Number:	2530573	C-PAS
Registration Number:	2813732	
Registration Number:	2813731	
Registration Number:	2882318	
Registration Number:	1923500	CUENTOS DE COQUI
Registration Number:	1396585	
Registration Number:	1765662	HARTLEY
Registration Number:	2592387	
Registration Number:	2663822	
Registration Number:	2579671	
Registration Number:	2108138	STORYBOOK MAKER
Registration Number:	2813729	
Registration Number:	2813730	
Registration Number:	2882317	
Registration Number:	2303134	TEACHNET
Registration Number:	2219515	TOMORROW'S PROMISE
Registration Number:	1332979	UFONIC
Registration Number:	2042802	WORDS ON WINGS
Registration Number:	1368933	IL
Registration Number:	2294287	WORLDWARE

CORRESPONDENCE DATA

Fax Number: (404)602-9050

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 404-888-4148  
Email: lvirts@hunton.com, ehamby@hunton.com  
Correspondent Name: John R. Schneider  
Address Line 1: 600 Peachtree Street, NE  
Address Line 2: Bank of America Plaza, Suite 1400  
Address Line 4: Atlanta, GEORGIA 30308-2216


NAME OF SUBMITTER:	John R. Schneider
Signature:	/John R. Schneider/
Date:	08/09/2005

Total Attachments: 3  
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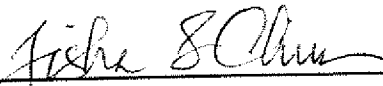
**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

I hereby acknowledge that the security interest in the trademarks listed in the attached Schedule 1 assigned from COMPASSLEARNING, INC. to BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT, has been fully and completely released. Such Security Agreement was recorded in the United States Patent and Trademark Office at **Reel 2942, Frame 0347** on April 7, 2004, and this release shall include each trademark in which any such security interest existed or previously existed, and whether a federally registered or common law mark identified in Schedule 1, as well as any and all claims for damages for past infringement as of the date of execution of this Release.

BANK OF AMERICA, N.A., as  
Administrative Agent

By:   
Name: Angela Lau  
Title: Assistant Vice President

Sworn to and subscribed before me this 19 day of JULY, 2005.

  
Notary Public

[Notary Seal]



**SCHEDULE 1****TRADEMARK REGISTRATIONS****CompassLearning, Inc.**

<b>Mark</b>	<b>Serial No.</b>	<b>Date</b>	<b>® Number</b>	<b>Date</b>
Assessment Designer	75/633167	2/2/99	2495147	10/2/01
Better Technology for Improved Student Achievement	78/314669	10/16/03		
Better Technology for Improved Student Achievement	78/314674	10/16/03		
Better Technology for Improved Student Achievement	78/314666	10/16/03		
Brain Buzzers	78/161958	9/9/02	2968115	
Bridgenet	76/334593	11/05/01	2715196	5/13/03
Classroom Essentials	75/459879	3/31/98	2240746	4/20/99
Compass	75/439993	9/24/93	2053034	4/15/97
Compass Virtual Classroom	75/668976	3/26/99	2550448	3/19/02
CompassLearning	75/907193	2/1/00	2654747	11/26/02
CompassLearning	75/907685	2/1/00	2636212	10/15/02
CompassLearning	75/907689	2/1/00	2656902	12/3/02
CompassLearning & Design	75/907235	2/1/00	2592385	7/9/02
CompassLearning & Design	75/907796	2/1/00	2586070	6/25/02
CompassLearning & Design	75/907593	2/1/00	2640277	10/22/02
CompassLearning Explorer	76/351666	12/21/01	2765262	9/16/03
CompassLearning Explorer	76/351668	12/21/01	2782733	11/11/03
CompassLearning Explorer	76/352482	12/21/01	2780326	11/4/03
CompassLearning Odyssey	76/351638	12/21/01	2728031	6/17/03
CompassLearning Odyssey	76/351637	12/21/01	2725691	6/10/03
CompassLearning Odyssey	76/352672	12/21/01	2800981	12/30/03
Compass- Worldware	75/173299	9/27/96	2229384	3/2/99
C-PAS	75/907091	2/1/00	2530573	1/15/02
Crescent Logo	76/373005	2/19/02	2813732	2/10/04
Crescent Logo	76/373003	2/19/02	2813731	2/10/04
Crescent Logo	76/373004	2/19/02	2882318	9/7/04
Cuetos de Coqui	74/592365	10/31/94	1923500	10/3/95
Design of Boy with Wagon	73/563285	10/15/85	1396585	6/10/86
Hartley and Design	74/257129	3/19/92	1765662	4/20/93
Miscellaneous Design	75/907686	2/1/00	2592387	7/9/02
Miscellaneous Design	75/907687	2/1/00	2663822	12/17/02
Miscellaneous Design	75/907422	2/1/00	2579671	6/11/02
Storybook Maker	74/709283	8/1/95	2108138	10/28/97
Sweep Logo	76/373000	2/19/02	2813729	2/10/04
Sweep Logo	76/373002	2/19/02	2813730	2/10/04
Sweep Logo	76/373001	2/19/02	2882317	9/7/04
Teachnet	75/169818	9/23/96	2303134	12/28/99
Tomorrows Promise	75/236856	2/5/97	2219515	1/19/99
Ufonic	73/463455	7/31/84	1332979	4/30/85
Words on Wings	74/709329	7/31/95	2042802	3/11/97

<b>Mark</b>	<b>Serial No.</b>	<b>Date</b>	<b>@ Number</b>	<b>Date</b>
IL Design	73/528,796	3/25/85	1,368,933	11/5/85
Interpretools	75/180,100	10/11/96	2,198,904	10/20/96
WorldWare	75/526,634	7/28/99	2,294,287	11/23/99