

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
COMPASSLEARNING, INC.		07/22/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	GOLDMAN SACHS SPECIALITY LENDING GROUP, L.P.
Street Address:	600 E. LAS COLLNAS BLVD.
Internal Address:	SUITE 400
City:	IRVING
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

**PROPERTY NUMBERS Total: 47**

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
Serial Number:	78161958	BRAIN BUZZERS
Serial Number:	76334593	BRIDGENET
Serial Number:	75459879	CLASSROOM ESSENTIALS
Serial Number:	74439993	COMPASS
Serial Number:	75668976	COMPASS VIRTUAL CLASSROOM
Serial Number:	75907193	COMPASSLEARNING
Serial Number:	75907685	COMPASSLEARNING

CH \$1190.00 2495147

Serial Number:	75907689	COMPASSLEARNING
Serial Number:	75907235	COMPASSLEARNING
Serial Number:	75907796	COMPASSLEARNING
Serial Number:	75907593	COMPASSLEARNING
Serial Number:	76351666	COMPASSLEARNING EXPLORER
Serial Number:	76351668	COMPASSLEARNING EXPLORER
Serial Number:	76352482	COMPASSLEARNING EXPLORER
Serial Number:	76351638	COMPASSLEARNING ODYSSEY
Serial Number:	76351637	COMPASSLEARNING ODYSSEY
Serial Number:	76352672	COMPASSLEARNING ODYSSEY
Serial Number:	75173299	COMPASS-WORLDWARE
Serial Number:	75907091	C-PAS
Serial Number:	76373005	
Serial Number:	76373003	
Serial Number:	76373004	
Serial Number:	74592365	CUENTOS DE COQUI
Serial Number:	73563285	
Serial Number:	74257129	HARTLEY
Serial Number:	75907686	
Serial Number:	75907687	
Serial Number:	75907422	
Serial Number:	74709283	STORYBOOK MAKER
Serial Number:	76373000	
Serial Number:	76373002	
Serial Number:	76373001	
Serial Number:	75169818	TEACHNET
Serial Number:	75236856	TOMORROW'S PROMISE
Serial Number:	73463455	UFONIC
Serial Number:	74709329	WORDS ON WINGS
Serial Number:	75723608	ASSESSMENT EXAMINER
Serial Number:	73567330	BRICK BY BRICK
Serial Number:	74709330	DRAGON TALES
Serial Number:	74707944	IDEA SHAPER
Serial Number:	73528796	IL
Serial Number:	75180100	INTERPRETOOLS

Serial Number:

75526634

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

ATTORNEY DOCKET NUMBER:

65740.4

NAME OF SUBMITTER:

John R. Schneider

Signature:

/John R. Schneider/

Date:

10/21/2005

**Total Attachments: 15**

source=CompassLearningTSA#page1.tif

source=CompassLearningTSA#page2.tif

source=CompassLearningTSA#page3.tif

source=CompassLearningTSA#page4.tif

source=CompassLearningTSA#page5.tif

source=CompassLearningTSA#page6.tif

source=CompassLearningTSA#page7.tif

source=CompassLearningTSA#page8.tif

source=CompassLearningTSA#page9.tif

source=CompassLearningTSA#page10.tif

source=CompassLearningTSA#page11.tif

source=CompassLearningTSA#page12.tif

source=CompassLearningTSA#page13.tif

source=CompassLearningTSA#page14.tif

source=CompassLearningTSA#page15.tif

## TRADEMARK SECURITY AGREEMENT

This **TRADEMARK SECURITY AGREEMENT**, dated as of July 22, 2005, by **COMPASSLEARNING, INC.**, a Delaware corporation (“**Grantor**”), in favor of **GOLDMAN SACHS SPECIALTY LENDING GROUP, L.P.**, as Collateral Agent (in such capacity, “**Agent**”).

### WITNESSETH:

**WHEREAS**, pursuant to that certain Credit and Guaranty Agreement, dated as of the date hereof, by and among Grantor, the other Persons signatory thereto as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits and schedules thereto, and as from time to time amended, restated, supplemented or otherwise modified, the “**Credit Agreement**”), the Lenders have agreed to make Loans to, and incur Letter of Credit Obligations for the benefit of, the Borrowers;

**WHEREAS**, Agent and Lenders are willing to make the Loans and to incur the Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor and each of the other Credit Parties shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Pledge and Security Agreement, dated of even date hereof (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the “**Security Agreement**”);

**WHEREAS**, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement.

**NOW, THEREFORE**, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. **DEFINED TERMS**. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement.

2. **GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL**. Grantor hereby grants to Agent, for itself and the benefit of Lenders, a continuing First Priority security interest in all of Grantor’s right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the “**Trademark Collateral**”):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent pursuant to the Credit Agreement and the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Page Follows]





SCHEDULE I  
to  
TRADEMARK SECURITY AGREEMENT  
TRADEMARK REGISTRATIONS AND LICENSES

CompassLearning, Inc.

<u>Australia</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	829284	3/27/00	829284	3/27/00		Registered
CompassLearning & Design	829282	3/27/00	828282	3/27/00		Registered
Assessment Designer	796210	6/4/99			RN 06/04/09	Abandoned
Compass	710447	6/12/96	710447	6/02/00	RN 06/12/06	Registered
Compass Worldware	761158	5/4/96			RN 05/04/06	Pending
Design of Tree	761668	5/8/99	761668	1/25/99	RN 05/08/09	Registered
JCAT	761159	5/4/98	761159	12/18/98	RN 05/04/08	Registered
Tomorrow's Promise	752687	1/14/98	752687	8/31/98	RN 01/14/08	Registered
Worldware	775431	10/13/98	775431	3/12/99	RN 10/13/08	Registered

<u>Brunei</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	33473	9/23/00	33473	9/23/00		Registered
CompassLearning	334743	9/23/00				Pending
CompassLearning	31621	4/26/00	27725	4/26/00		Registered
CompassLearning & Design	31623	4/26/00	27726	4/26/00		Registered
CompassLearning & Design	33482	9/23/00				Pending
Miscellaneous Design	33481	9/23/00	33481	9/23/00		Registered
Miscellaneous Design	31622	4/26/00				Pending
Miscellaneous Design	33481	9/23/00				Pending
Assessment Designer	30,031	6/3/99				Pending
Compass	29,032	2/24/99	24314	2/24/98		Registered
Compass Worldware	29,205	4/21/98				Pending
Design of Tree	28,201	4/21/98				Pending
Design of Tree	29,202	4/21/98				Pending
JCAT	29,206	4/21/98	24,991	4/21/99	RN 04/21/05	Registered



Tomorrow's Promise	29,031	2/24/98			RN 02/24/05	Pending
--------------------	--------	---------	--	--	-------------	---------

<u>Brunei</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Worldware	29,894	11/24/98	25474	11/24/98		Registered
Writing Expedition	29,204	4/21/98				Pending
Writing Expedition	29,202	4/21/98				Pending
Writing Expedition	29,203	4/21/98	25441	4/21/98		Registered

<u>Canada</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	1052290	3/24/00				Pending
CompassLearning & Design	1052289	3/24/00				Pending
Miscellaneous Design	1052288	3/24/00	TMA5936 11	10/30/03		Registered
Assessment Designer	1,017,274	5/31/99				Pending
Compass	877,358	5/6/99	TMA5454 69	5/22/01		Registered
Compass Worldware	877,187	5/6/98	TMA5374 68	5/22/01		Registered
Center Software	567,467	5/6/94				Abandoned
Design of Tree	877,196	5/6/99				Pending
JCAT	877,239	5/6/99				Pending
Microsystem80	452,173	11/26/80	291,816	6/8/84	RN 06/09/99	Abandoned
System80	379,418	10/1/74	209,350	10/10/75	5N 10/10/05	Abandoned
Tomorrow's Promise	877,185	6/5/99				Pending
Worldware	894,306	10/23/98				Pending
Writing Expedition	877,357	5/6/98				Pending

<u>China</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
A+dantage Worldware	950112050	9/1/95				Abandoned
Design of Tree	950110123	9/1/95				Abandoned
Learning First	950118235	9/1/95				Abandoned

<u>France</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Center Software	34-523,327	6/7/94	94529527	6/7/84	RN 06/07/94	Registered

<u>Hong Kong</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
A+dvantage Worldware	95 10658	9/23/95	86072/199 8	2/2/95	RN 02/01/02	Registered
Design of Tree	95 10667	9/23/95	1296/1997	9/22/95	RN 08/23/02	Registered
Learning First	92 11502	9/12/99			RN 09/13/02	Pending

<u>Indonesia</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	DOO27719	11/20/00	491462	9/27/01		Registered
CompassLearning	JOO27715	11/20/00	491458	9/27/01		Registered
CompassLearning	DOO27720	11/20/00	491463	9/27/01		Registered
CompassLearning & Design	DOO16322	7/24/00	482072	7/5/01		Registered
CompassLearning & Design	DOO16323	7/24/00	482073	7/24/00		Registered
CompassLearning & Design	DOO16324	7/24/00	482074	7/5/01		Registered
Miscellaneous Design	DOO27717	11/20/00	491460	9/27/01		Registered
Miscellaneous Design	JOO27716	11/20/00	491459	9/27/01		Registered
Miscellaneous Design	DOO27718	11/20/00	491461	9/27/01		Registered
A+dvantage Worldware	D95 15772	9/4/95	364704	9/1/96	RN 09/04/05	Registered
Assessment Designer	D99-12387	7/23/99				Pending
Compass	D98-2479	2/17/98				Pending
Compass Worldware	D98 07733	4/29/98	438367	2/4/00		Registered
Design of Tree	J98 16035	9/7/95	30136	5/5/96	RN 09/07/05	Registered
JCAT	D98 07734	4/29/98	435842	12/27/99		Registered
Learning First	D95 15771	9/4/95	360510	5/30/96	RN 02/04/05	Registered
Tomorrow's Promise	D98 2478	2/17/98	436194	1/06/00		Registered
Worldware	D98 18917	11/6/98	447334	11/6/98		Registered
Writing Expedition	D98 07732	4/29/98	435841	4/29/98		Registered
Writing Expedition	2304/98	4/8/95				Pending

<u>Ireland</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	200001224	4/5/00	221017	4/5/00		Registered
<u>Ireland</u>						
CompassLearning & Design	200001226	4/5/01	218783	4/5/00		Registered
Miscellaneous Design	200001225	4/5/00				Pending
Compass	96/3861	6/12/96	173124	6/12/96	RN 06/12/03	Registered
Compass Worldware	96/2924	7/16/98	211731	12/01/99	RN 07/15/05	Registered
Design of Tree	98/3925	7/15/98			RN 07/15/05	Pending
Learning Expedition	96/4375	07/12/96	202178	7/12/96	RN 07/12/05	Registered
NCAT	98/1437	4/15/98	213370	9/1/00	RN 04/15/05	Registered
Tomorrow's Promise	97/4604	12/19/97	206674	12/19/97	RN 12/19/04	Registered
Worldware	98/4052	10/14/98	218214	10/14/98	RN10/03/05	Registered
Writing Expedition	96/4376	7/12/96	202179	7/12/96	RN 07/12/06	Registered

<u>Japan</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Compass						Proposed

<u>Malaysia</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	200004815					Pending
CompassLearning	00/04816	4/12/00				Pending
CompassLearning & Design	00/04819	4/12/00				Pending
CompassLearning & Design	200004822	4/19/00	200004822	4/19/00		Registered
CompassLearning & Design	200004818	4/19/00	200004818	4/19/00		Registered
Miscellaneous Design	200004820	4/19/00	200004820	4/19/00		Registered
Miscellaneous Design	200004821	4/19/00	200004821	4/8/03		Registered
Miscellaneous Design	200004823	4/19/00				Pending
A+dvantage Worldware	9175/95	9/5/95			RN 09/05/05	Pending
Assessment Designer	99/05346	6/15/99			RN 05/19/05	Pending

Compass	96/08076	7/18/96				Pending
Compass Worldware	99/05613	5/8/99			RN 03/00/05	Pending
Design of Tree	93/09669	5/14/95	05/05668	7/18/96	RN 09/14/03	Registered
JCAT	98/05611	6/8/98	9805611	6/8/98	RN 06/08/05	Registered
Learning Expedition	97/16819	11/21/97			RN 11/21/04	Pending
<u>Malaysia</u>						
Learning First	95/09638	9/12/96			RN 09/13/02	Pending
Tomorrow's Promise	99/00802	1/20/98			RN 01/20/06	Pending
Worldware	98/13772	11/28/98			RN 11/28/03	Pending
Writing Expedition	98/05612	5/8/98			RN 05/08/05	Pending
Writing Expedition	87/16816	11/21/97			RN 11/21/04	Pending

<u>Mexico</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning & Design	479166	4/3/01	738047	3/14/02		Registered
CompassLearning & Design	479164	4/3/01	738045	3/14/02		Registered
CompassLearning & Design	479165	4/3/01	738046	3/14/02		Registered

<u>Singapore</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	T0005239J	3/30/00	T0005239J	5/27/03		Registered
CompassLearning	5240/00	3/30/00	T0005240D	3/30/00		Registered
CompassLearning	5241/00	3/30/00	T0005241B	3/30/00		Registered
CompassLearning & Design	5242/00	3/30/00	05242J	3/30/00		Registered
CompassLearning & Design	5234/00	3/30/00	05243I	3/30/00		Registered
CompassLearning & Design	T0005244G	3/30/00	T0005244G	3/30/00		Registered
Miscellaneous Design	5238/00	3/30/00	T0005236F	3/30/00		Registered
Miscellaneous Design	5237/00	3/30/00	T0005238B	3/30/00		Registered
Miscellaneous Design	5237/00	3/30/00	T0005237D	3/30/00		Registered
A+dvantage Worldware	9443/95	9/4/95			RN 09/04/05	Pending

Assessment Designer	T99/06637B	5/25/99	T99/06637B	02/02/99	RN 06/25/03	Registered
Compass	7454/96	7/19/96	T9607454D	7/19/96	RN 07/19/06	Registered
Compass Worldware	3302/96	4/5/98			RN 04/06/08	Pending
Design of Tree	8407/96	9/2/98	8407/95	9/2/95	RN 09/02/08	Registered
<u>Singapore</u>						
JCAT	3305/96	4/2/98			RN 04/09/05	Pending
Learning First	9934/95	9/12/96			RN 09/16/05	Abandoned
Tomorrow's Promise	15161/97	12/12/97			RN 12/12/07	Pending
Worldware	12024/98	12/1/99			RN 12/01/09	Pending
Writing Expedition	3303/98	4/9/98	T9803303I	4/9/98	RN 04/09/02	Registered
Writing Expedition	3304/98	4/9/98	T9803304G	4/9/98	RN 04/09/02	Registered

<u>Taiwan</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
A+dvantage Worldware	94-44705	8/30/95				Abandoned
Design of Tree	94-47275	9/19/95				Abandoned
Learning First	94-44009	9/30/95	739835	12/16/96	RN 12/15/05	Registered

<u>United Kingdom</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning	2227354	3/28/00				Pending
CompassLearning & Design	2227451	3/28/00				Pending
Miscellaneous Design	2227452	3/28/00	227452	3/28/00		Registered
A+dvantage Worldware	2032588	9/1/95	2032388	9/1/95	RN 09/01/05	Registered
Assessment Designer	2199674	6/10/99				Abandoned
Compass	2103167	6/12/96	2103167	6/12/96	RN 06/12/06	Registered
Compass Management System	2117672	12/5/96	2117672	12/4/98	RN 12/04/05	Registered
Compass-Worldware	2172279	7/16/98	2172279	7/16/98	RN 07/16/09	Registered
Center Software	1674184	6/6/94			RN 06/06/01	Abandoned
Design of Tree	2031172	5/21/95	2031172	9/21/95	RN 05/21/05	Registered
Learning Expedition	2106235	7/26/96	2106235	7/26/96	RN 07/26/05	Registered
Learning First	2033468	9/14/95	2033468	9/14/95	RN 09/14/05	Abandoned

MCAT	2163913	4/9/98	2163913	4/9/98	RN 04/09/08	Registered
Tomorrow's Promise	2152272	11/28/97	2152272	11/28/97	RN 11/28/07	Registered
Worldware	2179233	10/9/98	2179233	10/9/98	RN 10/09/06	Registered
Writing Expedition	2106237	7/26/96	2106237	7/26/96	RN 07/26/06	Registered

<u>United States</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Assessment Designer	75/633167	2/2/99	2495147	10/2/01	RN 10/02/07 RN 10/02/11	Registered
Better Technology for Improved Student Achievement	78/314669	10/16/03				Pending
Better Technology for Improved Student Achievement	78/314674	10/16/03				Pending
Better Technology for Improved Student Achievement	78/314666	10/16/03				Pending
Brain Buzzers	78/161958	9/9/02				Pending
Bridgenet	76/334593	11/05/01	2715196	5/13/03	RN 05/13/09 RN 05/13/13	Registered
Classroom Essentials	75/459879	3/31/98	2240746	4/20/99	RN 04/20/05 RN 04/20/09	Registered
Compass	74/439993	9/24/93	2053034	4/15/97	RN 04/15/07	Registered
Compass Virtual Classroom	75/668976	3/26/99	2550448	3/19/02	RN 03/19/08 RN 03/19/12	Registered
CompassLearning	75/907193	2/1/00	2654747	11/26/02	RN 11/26/08 RN 11/26/12	Registered
CompassLearning	75/907685	2/1/00	2636212	10/15/02	RN 10/15/08 RN 10/15/12	Registered
CompassLearning	75/907689	2/1/00	2656902	12/3/02	RN 12/03/08 RN 12/03/12	Registered
CompassLearning & Design	75/907235	2/1/00	2592385	7/9/02	RN 07/09/08 RN 07/09/12	Registered
CompassLearning & Design	75/907796	2/1/00	2586070	6/25/02	RN 06/25/08 RN 06/25/12	Registered
CompassLearning & Design	75/907593	2/1/00	2640277	10/22/02	RN 10/22/08 RN 10/22/12	Registered

<u>United States</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>® Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
CompassLearning Explorer	76/351666	12/21/01	2765262	9/16/03	RN 09/16/09 RN 09/16/13	Registered
CompassLearning Explorer	76/351668	12/21/01	2782733	11/11/03	RN 11/11/09 RN 11/11/13	Registered
CompassLearning Explorer	76/352482	12/21/01	2780326	11/4/03	RN 11/04/09 RN 11/04/13	Registered
CompassLearning Odyssey	76/351638	12/21/01	2728031	6/17/03	RN 06/17/09 RN 06/17/13	Registered
<u>United States</u>						
CompassLearning Odyssey	76/351637	12/21/01	2725691	6/10/03	RN 06/10/09 RN 06/10/13	Registered
CompassLearning Odyssey	76/352672	12/21/01	2800981	12/30/03	RN 12/30/09 RN 12/30/13	Registered
Compass- Worldware	75/173299	9/27/96	2229384	3/2/99	RN 03/02/05 RN 03/02/09	Registered
C-PAS	75/907091	2/1/00	2530573	1/15/02	RN 01/15/08 RN 01/15/12	Registered
Crescent Logo	76/373005	2/19/02	2813732	2/10/04		Registered
Crescent Logo	76/373003	2/19/02	2813731	2/10/04		Registered
Crescent Logo	76/373004	2/19/02	2882318	9/7/04		Registered
Cuetos de Coqui	74/592365	10/31/94	1923500	10/3/95	RN 10/03/05	Registered
Design of Boy with Wagon	73/563285	10/15/85	1396585	6/10/86	RN 06/10/06	Registered
Hartley and Design	74/257129	3/19/92	1765662	4/20/93	RN 04/20/13	Registered
Miscellaneous Design	75/907686	2/1/00	2592387	7/9/02	RN 07/09/08 RN 07/09/12	Registered
Miscellaneous Design	75/907687	2/1/00	2663822	12/17/02	RN 12/17/08 RN 12/17/12	Registered
Miscellaneous Design	75/907422	2/1/00	2579671	6/11/02	RN 06/11/08 RN 06/11/12	Registered
Storybook Maker	74/709283	8/1/95	2108138	10/28/97	RN 10/28/07	Registered
Sweep Logo	76/373000	2/19/02	2813729	2/10/04		Registered
Sweep Logo	76/373002	2/19/02	2813730	2/10/04		Registered
Sweep Logo	76/373001	2/19/02	2882317	9/7/04		Registered

<u>United States</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Teachnet	75/169818	9/23/96	2303134	12/28/99	RN 12/28/05 RN 12/28/09	Registered
Tomorrows Promise	75/236856	2/5/97	2219515	1/19/99	RN 01/19/05 RN 01/19/09	Registered
Ufonic	73/463455	7/31/84	1332979	4/30/85	RN 04/30/05	Registered
Words on Wings	74/709329	7/31/95	2042802	3/11/97	RN 03/11/07	Registered
A Renaissance in Learning	74/255,759	3/16/92	1,743,676	12/29/92	AU 12/29/92	Dead Inactive
A World of Habitats	74/231,724	12/18/81				Abandoned
A+dvantage Worldware	74/641,327	3/2/95	2,084,423	7/19/97	AU 07/29/03	Dead/Inactive
Actionmate (Stylized)	74/641,332	3/2/95	2,014,451	11/5/96	AU11/5/02	Dead/Inactive
<u>United States</u>						
Assessment Designer	76/633,157	2/2/99	2,495,147	10/02/01		Registered
Assessment Examiner	75/723,608	6/7/99				Pending
Brick by Brick	73/567,330	11/7/85	1,411,116	9/30/86	RN 09/30/05	Registered
Classroom Essentials	75/459,879	3/31/98	2,240,746	4/20/99	AU4/20/05	Registered
Compass	74/439,993	9/24/93	2,053,034	4/15/97	AU 4/15/02	Registered
Compass Virtual Classroom	75/668,976	3/26/99	2,550,448			Pending
Compass Worldware	75/173,299	9/27/96	2,229,384	3/2/99	AU 3/2/05	Registered
Conter	74/467,878	12/10/93				Abandoned
Conter	74/466,452	12/7/93				Abandoned
Conter Software	74/467,614	12/9/93				Abandoned
Conter Software	74/466,453	12/7/93				Abandoned
Cuentos de Coqui (stylized)	74/592,365	10/31/94	1,923,500	10/3/95	AU 10/03/01	Registered
Design of Toy with Wagon	73/563,285	10/15/85	1,396,585	5/10/96	RN 6/10/95	Registered
Design of Reading Frog	74/681,992	5/30/95				Abandoned
Design of Tree	73/819,707	5/17/99	1,712,302	3/1/92	RN 9/1/02	Dead/Inactive
DiscoverySearch	74/171,656	3/31/91				Abandoned
Dragon Tales	74/709,330	7/31/95	2,054,029	4/22/97	AU 4/22/03	Registered



<u>United States</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
First Connections	74/396,268	6/1/93	1,860,732	11/1/94	AU 11/1/00	Dead/Inactive
First Connections	74/209,236	10/3/91				Abandoned
Frequent Learner Miles	75/295,449	5/31/97				Abandoned
Hartley and Design	74/257,129	3/12/92	1,765,662	4/20/93	RN 4/20/03	Registered
Idea Shaper	74/707,944	7/31/95	2,106,204	10/21/97	AU 10/21/03	Registered
IL Design	73/528,796	3/25/85	1,368,933	11/5/85	RN 11/5/05	Registered
Interpretools	75/180,100	10/11/96	2,198,904	10/20/96	AU 10/20/04	Registered
JCAT	74/708,041	7/31/95	2,050,313	4/6/97	AU 04/03/02	Dead/Inactive
JLC Financial	74/042,225	3/26/90	1,636,458	2/26/91	RN 2/26/01	Dead/Inactive
Job Task Link	74/266,366					Abandoned
Jostens Learning Corporation	73/819,706	8/17/89	1,627,668	12/11/95	RN 12/11/00	Abandoned
Jostens Learning Litenet	74/552,366	10/31/94	2,029,506	1/14/97	AU 1/14/03	Abandoned
<u>United States</u>						
Learning First	74/708,275	7/31/95				Abandoned
Meta4	74/378,430	4/13/93				Abandoned
Next Level	75/291,051	5/12/97				Abandoned
Number Workshop	74/769,293	5/1/95	2,029,755	1/14/97	AU 1/14/03	Dead/Inactive
OneNet	74/653,702	3/30/95	1,956,376	2/13/96	AU 2/13/02	Dead/Inactive
Out-Of-The-Box	75/173,313	5/27/96				Abandoned
Partnerships, Resources, Results	74/252,257	3/5/92	1,729,986	11/3/93	AU 11/03/05	Abandoned
Play and Say	74/264,159	4/3/92				Abandoned
Prescription Learning	73/748,432	8/26/98	1,536,877	4/25/99	RN 4/25/09	Abandoned
Quest	74/362,083	2/25/93				Abandoned
Shape Studio	74/709,276	8/1/95	1,987,165	7/16/96	AU 7/15/03	Dead/Inactive
Storybook Maker	74/705,283	9/1/95	2,108,135	10/28/97	AU 10/28/02	Dead/Inactive
System80	72/350,212	3/3/70	918,463	8/17/71	RN 8/17/01	Dead/Inactive
Take Home Connection	75/668,977	3/16/99				Abandoned
Teacher to teacher Connection	74/644,326	3/10/95	1,990,919	8/5/95	AU 8/5/02	Dead/Inactive

<u>United States</u>						
<u>Mark</u>	<u>Serial No.</u>	<u>Date</u>	<u>@ Number</u>	<u>Date</u>	<u>Other</u>	<u>Status</u>
Teacher to Teacher Connection	74/266,267	4/16/92				Abandoned
Teachnet (stylized)	75/169,818	9/23/94	2,303,134			Registered
THC	74/028,845	2/14/90	1,633,030	1/29/91	RN 1/19/01	Dead/Inactive
The Hub	74/311,046	9/4/92				Abandoned
Time for Rhyme	74/264,160	4/5/92				Abandoned
Tomorrow's Promise	75/236,856	2/5/97	2,219,515	1/19/97	AU 1/19/05	Registered
Ufonic	73/463,455	1/21/94	1,332,979	4/30/95	RN 4/30/05	Registered
Word Time	74/264,158	4/9/93				Abandoned
Words on Wings	74/709,329	7/31/95	2,042,802	3/11/97	AU 3/11/03	Registered
WorldWare	75/526,634	7/28/99	2,294,287	11/23/99		Registered
Write Time	74/709,331	7/31/95	2,042,803	3/11/97	AU 03/11/03	Dead/Inactive