

05-15-2006



RECORDATION
TRADEMARKS ONLY
103238908

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

5-11-06

1. Name of conveying party(ies):

ChildU, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Florida
- Other _____

- Association
- Limited Partnership

Citizenship (see guidelines) USA
Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: CompassLearning, Inc.
Internal Address: c/o WRC Media Inc.
Street Address: 512 Seventh Avenue
City: New York
State: New York
Country: USA Zip: 10018

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) February 6, 2006

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Attached Sheet

B. Trademark Registration No.(s)

See Attached Sheet

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Scott M. Shepard, Esq.

Internal Address: McElroy, Deutsch, Mulvaney & Carpenter, LLP

Street Address: 88 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 483-9490

Fax Number: (212) 483-9129

Email Address: sshepard@mdmc-law.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 290.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Scott M. Shepard
Signature

May 9, 2006
Date

Scott M. Shepard
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

05/12/2006 BYRNE 00000021 2647783

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01 FC:0521
02 FC:0522

ADDITIONAL SHEET

TO

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY
(Form PTO-1594)

Conveying Party: ChildU, Inc.

Receiving Party: CompassLearning, Inc.

Information for **ITEM 4** -- Application No(s). or Registration No(s).

Registered Trademarks

Trademark	Registration No.	Registration Date
ChildU E-Knowledge Leaders (and design)	2,647,783	11/12/02
The Learning Odyssey	2,564,366	04/23/02
ChildU	2,624,853	09/24/02
ChildU	2,639,349	10/22/02
ChildU	2,624,854	09/24/02
ChildU	2,823,828	03/16/04
The Learning Odyssey	2,710,818	04/29/03
ChildU	2,695,098	03/11/03
The Learning Odyssey	2,848,225	06/01/04

Pending Trademark Applications

Trademark	Serial No.	Filing Date
The Learning Odyssey	76/355868	Pending
The Learning Odyssey	76/355867	Pending

ACKNOWLEDGMENT OF ASSIGNMENT OF TRADEMARKS

THIS ACKNOWLEDGMENT OF ASSIGNMENT OF TRADEMARKS (this "Instrument") made and entered into as of the 6th day of February, 2006, by and between ChildU, Inc., a Florida corporation ("Assignor"), and CompassLearning, Inc., a Delaware corporation ("Assignee"), is made with reference to the following facts:

A. Assignor is the owner of all right, title and interest in and to the trademarks and the United States trademark registrations (the "registrations") and applications (the "applications") therefor identified on Annex I attached hereto (the "Trademarks"), together with the goodwill and the business symbolized by the Trademarks, registrations and applications.

B. Effective on the date hereof, Assignor and Assignee have completed a corporate transaction pursuant to which Assignor has merged into Assignee resulting in the assignment and transfer, by operation of the laws of Florida and Delaware, from Assignor to Assignee (as the surviving corporation) of all such right, title and interest, together with such goodwill and business, and Assignor and Assignee desire that such fact be memorialized in this Instrument.

THEREFORE, the parties acknowledge, declare and agree that, by reason of the aforementioned merger, Assignor has assigned and transferred to Assignee, and Assignee has acquired from Assignor, all right, title and interest of Assignor in and to the Trademarks, registrations and applications, together with the goodwill and the business symbolized by the Trademarks, registrations and applications, effective as of the date hereof.


INTENDING TO BE LEGALLY BOUND, the parties have executed this Instrument as of the date first written.


"ASSIGNOR"

CHILDU, INC.

"ASSIGNEE"

COMPASSLEARNING, INC.

By: 
Name: RICHARD NOTA
Title: SECRETARY

By: 
Name: RICHARD NOTA
Title: SECRETARY

Registered Trademarks

*Country	Trademark	Registration No.	Registration Date
US	ChildU E-Knowledge Leaders (and design)	2,647,783	11/12/02
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