

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A		01/26/2010	National Association: UNITED STATES

RECEIVING PARTY DATA	
Name:	COMPASSLEARNING, INC.
Street Address:	203 Colorado Street
City:	Austin
State/Country:	TEXAS
Postal Code:	78701
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2968115	BRAIN BUZZERS
Registration Number:	2053034	COMPASS
Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	2654747	COMPASSLEARNING
Registration Number:	2586070	COMPASSLEARNING
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2800981	COMPASSLEARNING ODYSSEY
Registration Number:	2728031	COMPASSLEARNING ODYSSEY
Registration Number:	2725691	COMPASSLEARNING ODYSSEY
Registration Number:	1923500	CUENTOS DE COQUI
Registration Number:	2813730	
Registration Number:	2813729	

CH \$465.00 2968115

Registration Number:	2663822	
Registration Number:	2592387	
Registration Number:	2579671	
Registration Number:	1765662	HARTLEY

CORRESPONDENCE DATA

Fax Number: 2124464900
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2124464800
Email: hayley.smith@kirkland.com
Correspondent Name: Kirkland & Ellis LLP
Address Line 1: Attn Hayley Smith, Sr. Legal Assistant
Address Line 2: 601 Lexington Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	14837-1 (HS)
NAME OF SUBMITTER:	Hayley Smith
Signature:	//Hayley Smith//
Date:	01/13/2014

Total Attachments: 4
source=CompassLearning Release of Trademarks (2009) (1-8-2014)#page1.tif
source=CompassLearning Release of Trademarks (2009) (1-8-2014)#page2.tif
source=CompassLearning Release of Trademarks (2009) (1-8-2014)#page3.tif
source=CompassLearning Release of Trademarks (2009) (1-8-2014)#page4.tif

RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this “Release”) is made as of January 26, 2010 (“Effective Date”) by JPMORGAN CHASE BANK, N.A. (“Administrative Agent”) in favor of COMPASSLEARNING, INC. (“Grantor”). Capitalized terms not defined herein shall have the meanings ascribed to such terms in the Credit Agreement and the Security Agreement as applicable (as defined below).

WHEREAS, Grantor and Administrative Agent and the other lender and borrower parties entered into the Credit and Guarantee Agreement dated as of August 26, 2009 (as amended, supplemented or otherwise modified from time to time, the “Credit Agreement”), and Grantor, Administrative Agent and the other parties thereto entered into that certain Security Agreement dated August 26, 2009 (as amended, supplemented or otherwise modified from time to time, the “Security Agreement”) wherein Grantor pledged and granted to the Administrative Agent (as administrative agent on behalf of itself and the Secured Parties) a continuing security interest in all Intellectual Property of such Grantor, including the Trademarks;

WHEREAS, Grantor and Administrative Agent entered into that certain Grant of Security Interest in Trademark Rights dated August 26, 2009 (the “Trademark Security Agreement”), to record the security interest with respect to the Collateral (as defined in the Trademark Security Agreement), including the Trademarks listed on Schedule A hereto (the “Trademark Collateral”), and such Trademark Security Agreement was recorded with the United States Patent and Trademark Office on September 25, 2009, at Reel 004068, Frames 0890-0899; and

WHEREAS, Grantor requests a specific release of the security interest granted and recorded against the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent hereby, on behalf of itself and the Secured Parties, terminates the Trademark Security Agreement and releases and re-assigns to Grantor any and all liens, security interests, right, title and interest it may have in, to and under the Trademark Collateral, together with the goodwill of the business symbolized thereby.

This Release shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

* * * * *

IN WITNESS WHEREOF, Administrative Agent has caused this Release to be executed, on behalf of itself and the Secured Parties, by its duly authorized representative effective as of the Effective Date.

JPMORGAN CHASE BANK, N.A.



Name: David Hays

Title: Vice President

Schedule A

U.S. Trademark Registrations and Applications

Trademark	Registration or Serial Number
BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT*	2,980,829
BRAIN BUZZERS	2,968,115
COMPASS	2,053,034
COMPASSLEARNING	2,656,902
COMPASSLEARNING	2,636,212
COMPASSLEARNING	2,654,747
COMPASSLEARNING AND DESIGN	2,586,070
COMPASSLEARNING AND DESIGN	2,640,277
COMPASSLEARNING AND DESIGN	2,592,385
COMPASSLEARNING EXPLORER*	2,780,326
COMPASSLEARNING EXPLORER*	2,782,733
COMPASSLEARNING EXPLORER*	2,765,262
COMPASSLEARNING ODYSSEY	2,800,981
COMPASSLEARNING ODYSSEY	2,728,031
COMPASSLEARNING ODYSSEY	2,725,691
COMPASS-WORLDWARE*	2,229,384
C-PAS*	2,530,573
CUENTOS DE COQUI	1,923,500
DESIGN ONLY*	2,813,732
DESIGN ONLY*	2,882,318

Trademark	Registration or Serial Number
DESIGN ONLY*	2,813,731
DESIGN ONLY	2,813,730
DESIGN ONLY*	2,882,317
DESIGN ONLY	2,813,729
DESIGN ONLY	2,663,822
DESIGN ONLY	2,592,387
DESIGN ONLY	2,579,671
HARTLEY	1,765,662
THE LEARNING ODYSSEY*	2,848,225

*Lapsed