

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM393204

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of Montreal		07/29/2016	Chartered Bank: CANADA
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: 31			
Property Type	Number	Word Mark	
Registration Number:	2968115	BRAIN BUZZERS	
Registration Number:	3550865	CLOSING THE ACHIEVEMENT GAP	
Registration Number:	2053034	COMPASS	
Registration Number:	2656902	COMPASSLEARNING	
Registration Number:	2636212	COMPASSLEARNING	
Registration Number:	2654747	COMPASSLEARNING	
Registration Number:	2640277	COMPASSLEARNING	
Registration Number:	2592385	COMPASSLEARNING	
Registration Number:	2586070	COMPASSLEARNING	
Registration Number:	4091834	COMPASSLEARNING IMPACT TEACHER ACADEMY	
Registration Number:	2800981	COMPASSLEARNING ODYSSEY	
Registration Number:	2725691	COMPASSLEARNING ODYSSEY	
Registration Number:	2728031	COMPASSLEARNING ODYSSEY	
Registration Number:	4010848	CRITICAL MISTAKES FRAMEWORK	
Registration Number:	1923500	CUENTOS DE COQUI	
Registration Number:	3550864	DIFFERENTIATION ENGINE	
Registration Number:	1765662	HARTLEY	
Registration Number:	4215121	MINDKEEPERS	
Registration Number:	3550863	PROVEN DIFFERENTIATION	

CH \$790.00 2968115

Property Type	Number	Word Mark
Registration Number:	3638756	PSP
Registration Number:	3285949	RENZULLI
Registration Number:	4352852	RENZULLI LEARNING
Registration Number:	4097927	RENZULLI LESSON LIBRARY
Registration Number:	3667544	RENZULLI NEXT-BOOK
Registration Number:	4216693	RENZULLI PROFILER
Registration Number:	3620427	RENZULLI SCOREBOOSTER
Registration Number:	2813730	
Registration Number:	2813729	
Registration Number:	2663822	
Registration Number:	2592387	
Registration Number:	2579671	

CORRESPONDENCE DATA

Fax Number:

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.

Email: susan.zablocki@kirkland.com

Correspondent Name: Susan Zablocki

Address Line 1: Kirkland & Ellis LLP

Address Line 2: 601 Lexington Avenue

Address Line 4: NEW YORK, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	14387-2
NAME OF SUBMITTER:	Susan Zablocki
SIGNATURE:	/susan zablocki/
DATE SIGNED:	07/29/2016

Total Attachments: 4

source=TrademarkTermination (3)#page1.tif

source=TrademarkTermination (3)#page2.tif

source=TrademarkTermination (3)#page3.tif

source=TrademarkTermination (3)#page4.tif

TERMINATION AND RELEASE OF SECURITY INTEREST -- TRADEMARKS

This **TERMINATION AND RELEASE OF SECURITY INTEREST -- TRADEMARKS**, dated as of July 29, 2016, is made by Bank of Montreal, as administrative agent (the "Secured Party"), in favor of CompassLearning, Inc., a Delaware corporation (the "Grantor").

WHEREAS, Grantor owns the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to the terms and conditions of that certain Pledge and Security Agreement, dated as of November 26, 2013 (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to the Secured Party, for the benefit of the Lender Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks, including the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

WHEREAS, pursuant to the terms of the Security Agreement, the Secured Party and Grantor entered into that certain Grant of a Security Interest – Trademarks, dated November 26, 2013 (the "Trademark Security Agreement"), pursuant to which Grantor granted to the Secured Party, for the benefit of the Lender Parties (as defined in the Security Agreement), a continuing security interest in the Collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 26, 2013 at Reel 005161 and Frame 0007; and

WHEREAS, the Secured Party has agreed to, and through this document shall, terminate and release its security interest in the Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby covenants and agrees as follows:

1. The Secured Party hereby absolutely, unconditionally and irrevocably terminates, releases and discharges all mortgages, liens, and security interests in all right, title and interest in, to and under the Collateral, and reassigns to Grantor all right, title and interest of the Secured Party in, to and under the Collateral, including but not limited to the Trademarks listed on the attached Schedule A.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Grant of a Security Interest -- Trademarks to be duly executed as of the date first set forth above.

Secured Party:

BANK OF MONTREAL,
as Administrative Agent





By: Pauline Christopher
Name: PAULINE CHRISTOPHER
Title: DIRECTOR

Schedule A

U.S. Trademarks

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

Word Mark	Serial Number	Filing Date	Reg. Number	Reg. Date	Owner
BRAIN BUZZERS	78161958	9/9/2002	2968115	7/12/2005	CompassLearning Inc.
CLOSING THE ACHIEVEMENT GAP	77143500	3/29/2007	3550865	12/23/2008	CompassLearning Inc.
COMPASS	74439993	9/24/1993	2053034	4/15/1997	Compass Learning Inc.
COMPASSLEARNING	75907689	2/1/2000	2656902	12/3/2002	CompassLearning Inc.
COMPASSLEARNING	75907685	2/1/2000	2636212	10/15/2002	CompassLearning Inc.
COMPASSLEARNING	75907193	2/1/2000	2654747	11/26/2002	CompassLearning Inc.
COMPASSLEARNING	75907593	2/1/2000	2640277	10/22/2002	CompassLearning Inc.
COMPASSLEARNING	75907235	2/1/2000	2592385	7/9/2002	CompassLearning Inc.
COMPASSLEARNING	75907796	2/1/2000	2586070	6/25/2002	CompassLearning Inc.
COMPASSLEARNING IMPACT TEACHER ACADEMY	85097840	8/2/2010	4091834	1/24/2012	CompassLearning Inc.
COMPASSLEARNING ODYSSEY	76352672	12/21/2001	2800981	12/30/2003	CompassLearning Inc.
COMPASSLEARNING ODYSSEY	76351637	12/21/2001	2725691	6/10/2003	CompassLearning Inc.
COMPASSLEARNING ODYSSEY	76351638	12/21/2001	2728031	6/17/2003	CompassLearning Inc.
CRITICAL MISTAKES FRAMEWORK	77899827	12/23/2009	4010848	8/16/2011	CompassLearning Inc.
CUENTOS DE COQUI	74592365	10/31/1994	1923500	10/3/1995	CompassLearning Inc.
DIFFERENTIATION ENGINE	77143482	3/29/2007	3550864	12/23/2008	CompassLearning Inc.
HARTLEY	74257129	3/19/1992	1765662	4/20/1993	CompassLearning Inc.
MINDKEEPERS	85360556	6/30/2011	4215121	9/25/2012	CompassLearning Inc.
PROVEN DIFFERENTIATION	77143462	3/29/2007	3550863	12/23/2008	CompassLearning Inc.
PSP	77611888	11/11/2008	3638756	6/16/2009	CompassLearning Inc.
RENZULLI	78845359	3/24/2006	3285949	8/28/2007	CompassLearning Inc.
RENZULLI LEARNING	85675161	7/12/2012	4352852	6/18/2013	CompassLearning Inc.
RENZULLI LESSON LIBRARY	85183869	11/23/2010	4097927	2/14/2012	CompassLearning Inc.
RENZULLI NEXT-BOOK	77467634	5/7/2008	3667544	8/11/20009	CompassLearning Inc.
RENZULLI PROFILER	85457894	10/27/2011	4216693	10/2/2012	CompassLearning Inc.
RENZULLI SCOREBOOSTER	77387792	2/4/2008	3620427	5/12/2009	CompassLearning Inc.
Design Only					
	76373002	2/19/2002	2813730	2/10/2004	CompassLearning Inc.
Design Only	76373000	2/19/2002	2813729	2/10/2004	CompassLearning Inc.

Word Mark	Serial Number	Filing Date	Reg. Number	Reg. Date	Owner
					
Design Only 	75907687	2/1/2000	2663822	12/17/2002	CompassLearning Inc.
Design Only 	75907686	2/1/2000	2592387	7/9/2002	CompassLearning Inc.
Design Only 	75907422	2/1/2000	2579671	6/11/2002	CompassLearning Inc.