

NOTICE OF RESIGNATION OF AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
DIVISION OF BUSINESS SERVICES
148 W. RIVER STREET
PROVIDENCE RI 02904-2615

RECEIVED
R.I. DEPT. OF STATE
BUS. SVCS. DIV.
2017 APR -6 AM 11:15

RE: COMPASSLEARNING, INC.
796385
(a DELAWARE corporation)

Dear Sir/Madam:

Please take notice that the undersigned hereby resigns as of this date as registered agent upon whom process may be served for the above-referenced corporation. Please also discontinue the address.

Would you kindly return the extra copy of the enclosed form file-stamped to me in the enclosed envelope?

NOTICE SENT TO :
COMPASS LEARNING
203 COLORADO ST
AUSTIN TX 78701

Thank you very much for your assistance in this matter.

Signed on: 03/31/2017

CORPORATION SERVICE COMPANY

By: Robin Molt

Asst Secretary
(Title of Officer)



State of Rhode Island and Providence Plantations
Department of State | Business Services Division
Nellie M. Gorbea, Secretary of State

April 7, 2017

CompassLearning, Inc.
203 COLORADO STREET
AUSTIN, TX 78701

RE: Entity ID# 796385
CompassLearning, Inc.

Dear Sir or Madam:

This is to notify you that this office received on April 6, 2017 the resignation of Corporation Service Company as Registered Agent of the above-named corporation, a copy of which is enclosed. Sections 7-1.2-502, 7-1.2-1409, 7-6-13 and 7-6-78 of the General Laws of the State of Rhode Island state that "the appointment of the agent shall terminate upon the expiration of thirty (30) days after receipt of the notice by the secretary of state."

Pursuant to the provisions set forth in Sections 7-1.2-501, 7-1.2-1408, 7-6-12 and 7-6-77 of the General Laws of the State of Rhode Island, "each corporation shall have and continuously maintain in this state" a registered agent. To ensure that your authority to conduct business will remain intact, please file a Change of Registered Agent form with this office.

To file a Change of Registered Agent form online visit www.sos.ri.gov/business. If you do not have a CID and PIN or have forgotten your CID and/or PIN, please e-mail us at corp_pin@sos.ri.gov

If you prefer to use cash or check, visit www.sos.ri.gov/business download a form. You can mail the form to us with your payment or visit our office to file in person. Of course, we will provide a hardcopy of the Change of Agent form upon request.

Thank you for your cooperation.

Sincerely,

Catherine Caprio Albanese
Deputy Director of Business Services

enc.