

1.) CORPORATION NAME:

CompassLearning, Inc.

DUE DATE: **8/31/2013**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**CT CORPORATION SYSTEM
4701 COX RD STE 301
GLEN ALLEN, VA**

SCC ID NO: **F1834995**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	1,039,831
PREFA	35,690

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 203 COLORADO STREET

CITY/ST/ZIP: AUSTIN, TX 78701

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

<p>NAME: ERIC LOEFFEL TITLE: PRESIDENT ADDRESS: 203 COLORADO STREET CITY/ST/ZIP/CO: AUSTIN, TX 78701</p>	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: JONAH SULAK TITLE: DIRECTOR ADDRESS: 2121 Rosecrans Avenue Ste 4325 CITY/ST/ZIP/CO: El Segundo, CA 90245</p>	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: TREY CHAMBERS TITLE: CFO ADDRESS: 203 COLORADO STREET CITY/ST/ZIP/CO: AUSTIN, TX 78701</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: NICHOLAS KAISER TITLE: DIRECTOR ADDRESS: 2121 Rosecrans Avenue Ste 4325 CITY/ST/ZIP/CO: El Segundo, CA 90245</p>	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: ROBB WARWICK TITLE: DIRECTOR ADDRESS: 2121 Rosecrans Avenue Ste 4325 CITY/ST/ZIP/CO: El Segundo, CA 90245</p>	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: MICHAEL ZAWALSKI TITLE: DIRECTOR ADDRESS: 2121 Rosecrans Avenue Ste 4325 CITY/ST/ZIP/CO: El Segundo, CA 90245</p>	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ TREY CHAMBERS	TREY CHAMBERS, CFO	8/6/2013
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRINTED NAME AND CORPORATE TITLE	DATE

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.