

State of Idaho

Office of the Secretary of State

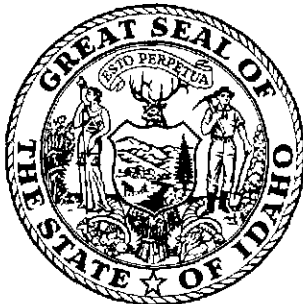
STATEMENT OF WITHDRAWAL
OF
COMPASSLEARNING, INC.

File Number C 196924

I, LAWRENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that a Statement of Withdrawal from this State has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Statement of Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: January 18, 2017



Lawrence Denney
SECRETARY OF STATE
BY *Quinn J. Jensen*

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WITHDRAWAL OF FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$20 typed; \$40 not typed

Complete and submit the application in duplicate.

2017 JAN 18 PM 2:22
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the entity is:

Compass Learning, Inc.

The name which it used in Idaho is:

Compass Learning, Inc.

2. Jurisdiction of formation:

Delaware

3. The address to which service of process may be made against the entity (after the withdrawal):

c/o Steven J. Berger, Weld North 140 Greenwich Avenue, 3rd Floor Greenwich CT 06830
(Address)

By filing this withdrawal of foreign registration, the entity named in Item 1 agrees to the following:

- a. The entity is not transacting business in the State of Idaho, and withdraws its registration to do business in this state.
- b. The entity revokes the authority of its registered agent in the State of Idaho to accept service of process on its behalf in this state.
- c. The entity agrees to notify the Idaho Secretary of State of any change to the address in item 3.

Typed Name: David S. Alderslade

Signature:

Capacity: Secretary

Form 872019

Secretary of State use only

IDAHO SECRETARY OF STATE
01/18/2017 05:00
CK:4501056 CT:172099 BH:1564529
1@ 20.00 = 20.00 WITHDR FOR #2

C196924