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STATE OF ILLINOIS
UNIFORM COMMERCIAL CODE-FINANCING STATEMENT - FORM UCC-2

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

For Filing Officer (Date, Time, Number, and Filing Office)

Debtor(s) (Last Name) and address(es)
PLATO Learning (Canada)
Inc.
10801 Nesbitt Avenue South
BLOOMINGTON, MN 55437-3109

Secured Party(ies) and address(es)
First Source Financial LLP
2850 West Golf Road - 5th Floor
ROLLING MEADOWS, IL 60008
Attn: Contract Administration

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1. This financing statement covers the following types (or items) of property:
All of Debtor's now owned and hereafter acquired machinery, equipment and other goods which constitute fixtures located on the real estate described on Exhibit A attached hereto and by this reference made a part hereof, and all accessions to, substitutions for and replacements, products and proceeds of all of the foregoing.

ASSIGNEE OF SECURED PARTY 25.30



THE RECORD OWNER OF THE REAL ESTATE IS COLUMBIA (See Attached)

2. (If collateral is crops) The above described crops are growing or are to be grown on: (Describe Real Estate)

3. (If applicable) The above goods are to become fixtures on (The above timber standing on...) [The above minerals or the like (including oil and gas) accounts will be financed at the wellhead or mine head, the well or mine located on...] (Strike what is inapplicable) (Describe Real Estate)
See Exhibit A.
and this financing statement is to be filed in the real estate records. (If the debtor does not have an interest of record) The name of a record owner is

4. Products of Collateral are also covered.

2 Additional sheets presented
File with Recorder's Office of IL-Cook County, Illinois.

PLATO Learning (Canada) Inc.

By:
Signature of (Debtor)

(Secured Party)*

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*Signature of Debtor Required in Most Cases;
Signature of Secured Party in Cases Covered By UCC § 9-402-(2).

This form of financing statement is approved by the Secretary of State

Cook County Clerk's Office

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EXHIBIT "A"

DESCRIPTION OF PREMISES

LEGAL DESCRIPTION

POPLAR CREEK OFFICE PLAZA, BUILDING 1

1721 MOON LAKE BOULEVARD

HOFFMAN ESTATES, ILLINOIS

00656622

Lot 1 in Poplar Creek Office Plaza, being a subdivision of part of the East half of Section 7,
Township 41 North, Range 10 East of the Third Principal Meridian, in Cook County, Illinois

PIN: 06-27-304-008

Property of Cook County Clerk's Office

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Property
FAXXON Legal INFO SERVICES, INC.
Meyers Building, Suite 805
One West Old State Capitol Plaza
Springfield, IL 62701
County Clerk's Office