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09-10-1999



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

SEP 2

To the Honorable Commissioner of Patents and Trademarks, please refer to the attached original documents or copy thereof.

1. Name of conveying party(ies):

Learning Company Properties Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 12, 1999

2. Name and address of receiving party(ies)

Name: The Learning Company, Inc.

Internal Address:

Street Address: 88 Rowland Way

City: Novato State: CA ZIP: 94945

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See Attached

B. Trademark Registration No.(s)

See Attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Allyn Taylor, Esq.

Internal Address:

Gray Cary Ware & Freidenrich, LLP

Street Address: 400 Hamilton Ave.

City: Palo Alto State: CA ZIP: 94301

6. Total number of applications and registrations involved: 67

7. Total fee (37 CFR 3.41).....\$ 1690.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

09/08/1999 NTHAI1 00000084 75224443

DO NOT USE THIS SPACE

FC:481 40.00 DP
FC:482 1650.00 DP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Allyn Taylor
Name of Person Signing

Signature

9/10/99
Date

Total number of pages including cover sheet, attachments, and document: 67

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001960 FRAME: 0790

MARK NAME.....	APL DATE..	APL NUMBER.....
3D HOME	01/13/1997	75/224443
3D HOME INTERIORS	01/13/1997	75/224444
ALL IN ONE TREE	04/16/1999	75/683969
CLICKART INFINITY DELUXE	04/27/1999	75/691625
CLICKEDIT	04/16/1999	75/683974
DARKLORDS RISING	05/06/1998	75/479980
EXTREME WARFARE	09/16/1997	75/357875
FAMILY ARCHIVES	03/23/1999	75/666075
MASTERART	02/12/1999	75/639514
MISC. DESIGN (RED ORB)	06/05/1997	75/303613
PANZER GENERAL ASSAULT	12/21/1998	75/609876
PETZ	05/07/1999	75/699382
PRESS WRITER	11/14/1996	75/197900
RED ORB ENTERTAINMENT	04/01/1997	75/267369
RED ORB ENTERTAINMENT & DESIGN	06/05/1997	75/303612
RED ORB ZONE	06/12/1997	75/308061
SILENT HUNTER	01/19/1999	75/625717
THE PRINT SHOP ESSENTIALS	05/06/1998	75/480194
THINK IT. PRINT IT.	04/15/1997	75/275737
TOTAL 3D HOME	09/24/1998	75/562372
ULTIMATE FAMILY TREE	03/23/1999	75/666463
VIRTUAL MAKEOVER	03/21/1997	75/261205

Schedule A

TAKE NO PRISONERS	08/25/1998	2185093
MISC. DESIGN (THREE CROWNS)	07/03/1984	1284448
MISC. DESIGN (CLICKART MAN)	07/28/1998	2176867
LODE RUNNER	11/27/1984	1307253
FAMILY FINDER	03/23/1999	2233323
BRODERBUND SOFTWARE	11/27/1984	1306829
PRINCE OF PERSIA	06/04/1991	1646934
PRINCE OF PERSIA 2: THE SHADOW	04/19/1994	1831448
IN THE 1ST DEGREE	07/30/1996	1990483
THE ANCIENT ART OF WAR	10/22/1985	1366854
STUNTS	08/25/1992	1710179
REIGN OF HEROES	09/01/1998	2186751
BANK STREET WRITER	04/17/1984	1274213
AMAZING ANIMALS	01/03/1995	1871146
THE PRINT SHOP	06/03/1986	1395538
WARBREEDS	09/01/1998	2186716
MEMORYMATE (STYLIZED)	05/03/1988	1486757
FABULOUS FOODS	01/03/1995	1871147
FAMILY TREE MAKER	09/23/1997	2098764
PRINT SHOP DELUXE COMPANION	11/22/1994	1863611
PRINT SHOP DELUXE	11/30/1993	1808392
PRINT SHOP DELUXE CD ENSEMBLE	01/30/1996	1953018
CLICKART CHRISTIAN IMAGES	08/15/1995	1911169
COMIC CHARACTERS (STYLIZED)	01/03/1995	1871148
CLICKART	02/11/1992	1675053
MISC. DESIGN (CLICKART LOGO)	12/21/1993	1811983
CLICKART	01/29/1985	1316792
3D HOME ARCHITECT	11/15/1994	1862392
DISCOVER SPACE	08/30/1994	1851898
MAPS 'N' FACTS	06/14/1994	1840136
MACGLOBE	01/26/1993	1749296
MACUSA	01/26/1993	1749297
PC GLOBE	07/28/1987	1449469
MISC. DESIGN (VROOMBOOKS LOGO)	01/10/1995	1873183
FAMOUS MAGAZINE CARTOONS	06/24/1997	2074663
INTERACTIVATOR	03/21/1995	1884724
VROOMBOOKS	11/14/1995	1935027
VROOMBOOKS	12/05/1995	1939364
SMART GALLERY	12/12/1995	1940755
STRADIWACKIUS	07/04/1995	1902553
T MAKER & DESIGN	02/06/1996	1954858
T MAKER & DESIGN	10/29/1996	2012743
T/MAKER	07/20/1982	1201835
CREATIVE FUEL	11/05/1996	2014387

Schedule B

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LEARNING COMPANY PROPERTIES INC.", A DELAWARE CORPORATION, WITH AND INTO "THE LEARNING COMPANY, INC." UNDER THE NAME OF "THE LEARNING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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991204089



9760133
05-21-99
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

TRADEMARK
REEL: 001960 FRAME: 0793

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LEARNING COMPANY PROPERTIES INC.
(a Delaware corporation)

INTO

THE LEARNING COMPANY, INC.
(a Delaware corporation)

It is hereby certified that:

1. The Learning Company, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of capital stock of Learning Company Properties Inc. (the "Sub"), which is also a business corporation of the State of Delaware.
3. On May 10, 1999, the Board of Directors of the Corporation adopted the following resolutions to merge the Sub into the Corporation:

RESOLVED that, pursuant to Section 253 of the Delaware General Corporation Law, the Sub be merged into the Corporation and that all of the estate, property, rights, privileges, powers and franchises of the Sub be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Sub in its name.

RESOLVED that the Corporation shall assume all of the obligations of the Sub.

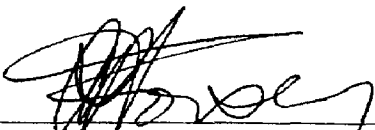
RESOLVED that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws

of the State of Delaware and by the laws of any other appropriate jurisdiction.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for shall become effective, shall be 1:00 p.m. EST on May 13, 1999.

Executed on May 12, 1999.

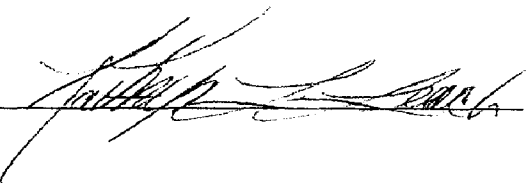
THE LEARNING COMPANY, INC.

By: 

Name: ALLAN FORSEY

Title: VICE-PRESIDENT

ATTEST:

By: 

Name: KATHRYN L. LEACH

Title: Assistant Secretary