



101399082

612-00

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Lightspan Partnership, Inc.

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

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

2. Name and address of receiving party(ies):
Name: The Lightspan Partnership, Inc.
Internal Address: _____
Street Address: 10140 Campus Point Drive
City: San Diego State: CA ZIP: 92121-1520

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 31, 2000

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
See Attachment 1

B. Trademark Registration No.(s)
See Attachment 2

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Andrew P. Bridges/John C. Nishi
Internal Address: Wilson Sonsini Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and registrations involved: 65

7. Total fee (37 CFR 3.41) \$ 1,740.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-2415 Attn: 14155.900
(Attach duplicate copy of this page if paying by deposit account)

07/06/2000 DCDATES 00000069 74526487 DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 1600.00 DP

9. Statement and signature. John C. Nishi
To the best of my knowledge and belief, the foregoing information is true and correct and attached copy is a true copy of the original document.

Name of Person Signing: John C. Nishi Signature: [Signature] Date: June 6 2000

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

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

07/06/2000 DCDATES 001115000
Name: 232415
FC: 704
\$100.00 DP

RECORDATION FORM COVER SHEET

Trademark Application Nos. for
The Lightspan Partnership, Inc.
- Attachment 1 -

| Our Ref. | Trademark Name: | Appl. No: | File Date: |
|--------------|--|------------|------------|
| 14155-TM1021 | LIGHTSPAN | 74/526,487 | 19-May-94 |
| 14155-TM1025 | THE LIGHTSPAN PARTNERSHIP | 74/527,450 | 19-May-94 |
| 14155-TM1086 | THE LIGHTSPAN NETWORK | 75/055,151 | 08-Feb-96 |
| 14155-TM1088 | LIGHTSPAN LOCAL CONNECT | 75/055,152 | 08-Feb-96 |
| 14155-TM1092 | LIGHTSPAN CHALLENGE | 75/105,835 | 17-May-96 |
| 14155-TM1102 | LIGHTSPAN ADVENTURES | 75/230,980 | 24-Jan-97 |
| 14155-TM1109 | TIMELESS JADE TRADE | 75/233,655 | 24-Jan-97 |
| 14155-TM1132 | MONA & MOKI | 75/324,102 | 14-Jul-97 |
| 14155-TM1111 | MEM | 75/324,103 | 14-Jul-97 |
| 14155-TM1047 | P.K. MACAW | 75/324,104 | 14-Jul-97 |
| 14155-TM1114 | K9.5 | 75/324,105 | 14-Jul-97 |
| 14155-TM1110 | DR. DE BADDA | 75/324,106 | 14-Jul-97 |
| 14155-TM1154 | WEBTUNES | 75/324,285 | 14-Jul-97 |
| 14155-TM1103 | LIGHTSPAN ADVENTURES AND DESIGN (FLASH) | 75/324,321 | 14-Jul-97 |
| 14155-TM1155 | THE TAIL WAG TOUR | 75/324,322 | 14-Jul-97 |
| 14155-TM1127 | CARLOS AT THE RACES | 75/324,333 | 14-Jul-97 |
| 14155-TM1119 | FAIRE GAMES | 75/324,335 | 14-Jul-97 |
| 14155-TM1116 | COSMIC COOKOFF | 75/324,336 | 14-Jul-97 |
| 14155-TM1128 | DAPHNE AND THE SEVENTH WONDER | 75/324,337 | 14-Jul-97 |
| 14155-TM1129 | HOPO AT SEA | 75/324,338 | 14-Jul-97 |
| 14155-TM1153 | WE ARE THE DOGS | 75/324,421 | 14-Jul-97 |
| 14155-TM1122 | CALAMITY | 75/324,422 | 14-Jul-97 |
| 14155-TM1131 | LIVE IN AIREDALE | 75/343,690 | 19-Aug-97 |
| 14155-TM1161 | THE NATURAL WORLD | 75/352,368 | 05-Sep-97 |
| 14155-TM1158 | GOOGOL GULCH | 75/352,369 | 05-Sep-97 |
| 14155-TM1167 | SPACE FLIGHT RESCUE | 75/385,711 | 06-Nov-97 |
| 14155-TM1170 | SPACE FLIGHT RESCUE | 75/386,134 | 06-Nov-97 |
| 14155-TM1188 | MATH GALLERY | 75/487,366 | 18-May-98 |
| 14155-TM1182 | MATH GALLERY | 75/488,511 | 18-May-98 |
| 14155-TM1189 | BRAINSWARM | 75/495,906 | 04-Jun-98 |
| 14155-TM1186 | BRAINSWARM | 75/496,028 | 04-Jun-98 |
| 14155-TM1133 | LEARNING SEARCH | 75/540,650 | 21-Aug-98 |
| 14155-TM1201 | THE WANDERING PATH | 75/609,622 | 21-Dec-98 |
| 14155-TM1200 | THE WANDERING PATH | 75/609,832 | 21-Dec-98 |
| 14155-TM1204 | LIGHTSPAN PAGEONE | 75/661,938 | 17-Mar-99 |
| 14155-TM1210 | ED-MAIL | 75/667,627 | 25-Mar-99 |
| 14155-TM1213 | LIGHTSPAN PAGEONE AND DESIGN (ARCH) | 75/696,153 | 30-Apr-99 |
| 14155-TM1212 | P.K. MACAW | 75/978,819 | 14-Jul-97 |
| 14155-TM1217 | DR. DABADDA (as amended from DR. DE BADDA) | 75/979,342 | 14-Jul-97 |

RECORDATION FORM COVER SHEET

Trademark Registration Nos. for
The Lightspan Partnership, Inc.
- Attachment 2 -

| Our Ref. | Trademark Name: | Reg. No: | Reg. Date |
|--------------|--------------------------------|-----------|-----------|
| 14155-TM1039 | THE SECRET OF GOOGOL | 2,112,608 | 11-Nov-97 |
| 14155-TM1069 | THE LIGHTSPAN NETWORK | 2,129,372 | 13-Jan-98 |
| 14155-TM1072 | LIGHTSPAN LOCAL CONNECT | 2,129,373 | 13-Jan-98 |
| 14155-TM1174 | MATH ON THE MOVE! | 2,162,927 | 02-Jun-98 |
| 14155-TM1173 | TIMELESS MATH | 2,162,929 | 02-Jun-98 |
| 14155-TM1175 | MARS MOOSE | 2,164,800 | 09-Jun-98 |
| 14155-TM1165 | CREATIVE CAMP | 2,166,627 | 16-Jun-98 |
| 14155-TM1166 | CREATIVE ISLE | 2,168,645 | 23-Jun-98 |
| 14155-TM1172 | QUADDLE FAMILY MYSTERIES | 2,183,061 | 18-Aug-98 |
| 14155-TM1192 | TIMELESS JADE TRADE | 2,224,821 | 16-Feb-99 |
| 14155-TM1100 | PK'S MATH STUDIO | 2,226,612 | 23-Feb-99 |
| 14155-TM1197 | HOOPO AT SEA! | 2,237,853 | 06-Apr-99 |
| 14155-TM1196 | THE TAIL-WAG TOUR | 2,237,854 | 06-Apr-99 |
| 14155-TM1195 | WEBTUNES | 2,237,856 | 06-Apr-99 |
| 14155-TM1198 | WE ARE THE DOGS | 2,237,859 | 06-Apr-99 |
| 14155-TM1202 | MONA & MOKI | 2,239,845 | 13-Apr-99 |
| 14155-TM1193 | CARLOS AT THE RACES! | 2,241,343 | 20-Apr-99 |
| 14155-TM1194 | DAPHNE AND THE SEVENTH WONDER! | 2,242,167 | 27-Apr-99 |
| 14155-TM1199 | FAIRE GAMES | 2,269,913 | 10-Aug-99 |
| 14154-TM1211 | COSMIC COOKOFF | 2,280,144 | 21-Sep-99 |
| 14155-TM1208 | GOOGOL GULCH | 2,304,919 | 28-Dec-99 |
| 14155-TM1206 | PEOPLE AND TRADITIONS | 2,312,599 | 25-Jan-00 |
| 14155-TM1205 | LIVE IN AIREDALE | 2,312,600 | 25-Jan-00 |
| 14155-TM1207 | THE NATURAL WORLD | 2,333,895 | 21-Mar-00 |
| 14155-TM1209 | K9.5 | 2,336,811 | 28-Mar-00 |
| 14155-TM1215 | CALAMITY | 2,341,974 | 11-Apr-00 |

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE LIGHTSPAN PARTNERSHIP, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "THE LIGHTSPAN PARTNERSHIP, INC." UNDER THE NAME OF "THE LIGHTSPAN PARTNERSHIP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3107307 8100M

001283885

AUTHENTICATION: 0477988

DATE: 06-05-00

TRADEMARK
REEL: 002093 FRAME: 0131

**CERTIFICATE OF MERGER
OF
THE LIGHTSPAN PARTNERSHIP, INC.
WITH AND INTO
THE LIGHTSPAN PARTNERSHIP, INC.**

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify that:

FIRST: The name and states of incorporation of each of the constituent parties of the merger is as follows:

| NAME | STATE OF INCORPORATION |
|---------------------------------|-------------------------------|
| The Lightspan Partnership, Inc. | California |
| The Lightspan Partnership, Inc. | Delaware |

SECOND: An agreement and plan of merger and reorganization between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent parties in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is The Lightspan Partnership, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of The Lightspan Partnership, Inc., a Delaware corporation, shall be the certificate of incorporation of the Surviving Corporation and this Certificate of Merger is to become effective upon filing with the Secretary of State of the State of Delaware.

FIFTH: The executed agreement and plan of merger and reorganization is on file at the principal place of business of the Surviving Corporation located at 10140 Campus Point Drive, San Diego, California 92121.

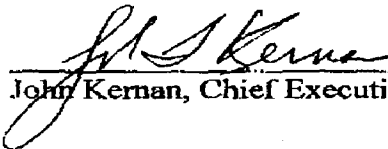
SIXTH: A copy of the agreement and plan of merger and reorganization will be furnished by Surviving Corporation on request and without cost, to any stockholder of the Surviving Corporation or any shareholder of The Lightspan Partnership, Inc.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, The Lightspan Partnership, Inc. has caused this Certificate of Merger to be executed as of the date set forth below by its duly authorized representative.

Dated: January 28, 2000

THE LIGHTSPAN PARTNERSHIP, INC.
a Delaware corporation

By: 
John Kernan, Chief Executive Officer

[CERTIFICATE OF MERGER SIGNATURE PAGE]

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RECORDED: 06/12/2000

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