

07-24-2000

ON FORM COVER SHEET
EMARKS ONLY



101411591

6-19-00

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 Delaware
 Other _____

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

2. Name and address of receiving party(ies):

Name: Lightspan, 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: April 10, 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

74526487

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: 69

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)

07/21/2000 HSC011 00000226 74526487
01 FC:481 40.00 OP
02 FC:482 1700.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.
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.

John C. Nishi June 12, 2000

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

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	HOOPO 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
14155-TM1220	THE THREE DECODERS	75/916,138	11-Feb-00
14155-TM1222	THE THREE DECODERS	75/916,127	11-Feb-00
14155-TM1221	RIDDLE OF THE RING	75/916,762	11-Feb-00
14155-TM1223	RIDDLE OF THE RING	75/916,142	11-Feb-00

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

**SUPPORTING DOCUMENTATION FOR TRADEMARK
CHANGE OF NAME DOCUMENTS IS**

NO LONGER REQUIRED

UNDER THE

TRADEMARK LAW TREATY ACT

EFFECTIVE

OCTOBER 30, 1999

TRADEMARK

RECORDED: 06/19/2000

REEL: 002099 FRAME: 0364