

08-30-2000

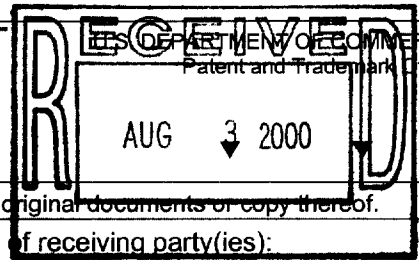
FORM PTO-1594 (Rev. 6-93) OMB No. 0651-001 (exp. 4/94)

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

1. Name of conveying party(ies): 8300  
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)

B. Trademark Registration No.(s)  
STUDY WEB                      2,264,911

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: ..... 1

7. Total fee (37 CFR 3.41) ..... \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-2415 Attn: 14155-TM1235  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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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                      [Signature]                      July 31, 2000  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK REEL: 002127 FRAME: 0024

State of Delaware  
Office of the Secretary of State PAGE 1

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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.

FOR  
REFERENCE ONLY



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0477988

DATE: 06-05-00

Exhibit A

TRADEMARK  
REEL: 002127 FRAME: 0025

**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:

<b>NAME</b>	<b>STATE OF INCORPORATION</b>
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]**

**FOR  
REFERENCE ONLY**

204311 v1/SD  
4DNB011.DOC

Exhibit A

**TRADEMARK  
REEL: 002127 FRAME: 0026**

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*  
John Kernan, Chief Executive Officer

[CERTIFICATE OF MERGER SIGNATURE PAGE]

204311 v1/SD  
4DNB011.DOC

FOR  
REFERENCE ONLY

Exhibit A

RECORDED: 08/03/2000

TRADEMARK  
REEL: 002127 FRAME: 0027