


RECORDATION OF TRADEMARK

10-27-2000

101498013

Tab settings =>>>▼

▼ ▼

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. 10-10-00

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)

ROVER 75/939,976
RECOVERY

ROVER 75/939,417
RECOVERY

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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: 2

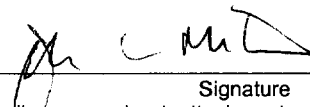
7. Total fee (37 CFR 3.41)..... \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

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

DO NOT USE THIS SPACE

10/25/2000 DBYRNE 00000013 7293576

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  Oct. 3, 2000
Name of Person Signing Signature Date

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

International Class 41 (continued):

computer skills, family education, teacher training, visual arts or music; educational services, namely conducting classes, seminars, conferences, workshops, either live, via computer communications networks or via digital broadcast systems for parents and educators in the fields of childhood education, family education and teacher training, or for parents, educators or children in the fields of language arts, mathematics, science, social studies, computer skills, visual arts, theater or music

Fee Information: \$325.00 x 1 Class(es) = \$325.00

The applicant encloses a check made payable to the "Assistant Commissioner for Trademarks" in the amount of \$325.00 as the fee for this application. As stated in the cover letter accompanying this application, please charge Deposit Account No. 23-2415 ATTN: 14155-TM1226 if the enclosed fee is insufficient.

Applicant requests registration of the above-identified mark in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. §1051 et seq.) for the above-identified goods and/or services.

FOR REFERENCE ONLY **FOR REFERENCE ONLY**

This application is related to the following pending application filed by Applicant at the same time as this application, for which a serial number is not yet known.

<u>Mark</u>	<u>Classes</u>	<u>Goods</u>
ROVER RECOVERY	9	computer software for processing, conveying or displaying educational or entertainment information in the fields of language arts, mathematics, science, social studies, computer skills, family education, teacher training, visual arts, theater or music; computer game programs or software
	16	printed matter, namely, manuals and printed guides all featuring educational or entertainment matter in the fields of language arts, mathematics, science, social studies, computer skills, family education, teacher training, visual arts, theater or music

FOR REFERENCE ONLY FOR REFERENCE ONLY

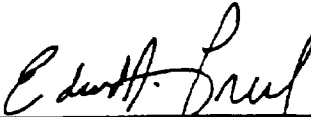
State of Delaware
Office of the Secretary of State PAGE 1

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**




Edward J. Freel, Secretary of State

3107307 8100M

001283885

FOR ENTICATION: 0477988

REFERENCE ONLY 06-05-00

TRADEMARK
REEL: 002162 FRAME: 0974

**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]

**FOR
REFERENCE ONLY**

**FOR
REFERENCE ONLY**

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]

204311 v1/SD
4DNR011.DOC

**FOR
FOR REFERENCE ONLY
REFERENCE ONLY**

TRADEMARK
REEL: 002162 FRAME: 0976

State of Delaware
Office of the Secretary of State PAGE 1

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**



3107307 8100M
001283885


Edward J. Freel, Secretary of State

**FOR
REFERENCE ONLY**
AUTHENTICATION: 04
DATE: 06-05-00

TRADEMARK
REEL: 002162 FRAME: 0977

**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]

**FOR
REFERENCE ONLY
REFERENCE ONLY**

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: *J. S. Kernan*
John Kernan, Chief Executive Officer

[CERTIFICATE OF MERGER SIGNATURE PAGE]

204311 v1/SD
4DNR011.DOC

**FOR
REFERENCE ONLY**

**FOR
REFERENCE ONLY**