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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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U.S. Patent & TMO/TM Mail Rcpt Dt. #61

To the Honorable Commissioner of Patents and Trademarks

al documents or copy thereof.

1. Name of conveying party(ies):
Broderbund Living Books, Inc.

2. Name and address of receiving party(ies):
Broderbund Software, Inc.
17 Paul Drive
San Rafael, California 94903

8-4-00

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

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

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

If assignee is not domiciled in the United States, a domestic representative designator 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 9, 1999

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	1,796,822 1,994,750 2,011,414

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: GLENN A. GUNDERSEN
DECHERT, PRICE & RHOADS
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)\$90.00
 Enclosed
 Authorized to be charged to deposit account
(Including any underpayment)

8. Deposit account number: 04-0475
(Attach duplicate copy of this page if paying by deposit account)

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.

Glenn A. Gundersen
Name of Person Signing

Signature

August 4, 2000
Date

Total number of pages including cover sheet, attachments, and document: [4]

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

TRADEMARK
REEL: 002163 FRAME: 0087

State of Delaware
Office of the Secretary of State

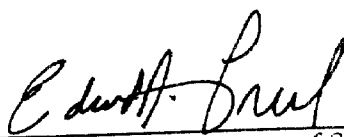
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BRODERBUND LIVING BOOKS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BRODERBUND SOFTWARE, INC." UNDER THE NAME OF "BRODERBUND SOFTWARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.




Edward J. Freel, Secretary of State

2349966 8100M
001386612

AUTHENTICATION: 0592800
DATE: 08-01-00

TRADEMARK
REEL: 002163 FRAME: 0088

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
BRODERBUND LIVING BOOKS, INC.
INTO
BRODERBUND SOFTWARE, INC.
PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

Broderbund Software, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Broderbund Living Books, Inc., a Delaware corporation (the "Merging Corporation").

THIRD: That the Corporation, by the following resolutions of the Board of Directors, duly adopted on the 9th of December, 1999, determined to merge into itself the Merging Corporation on the conditions set forth in such resolutions:


"RESOLVED, that the Corporation merge into itself its subsidiary, Broderbund Living Books, Inc., a Delaware corporation, and assume all of said subsidiary's liabilities and obligations;

RESOLVED, FURTHER, that the officers of the Corporation be, and they hereby are, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions to merge Broderbund Living Books, Inc. into the Corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the Office of the Secretary of State of California; and

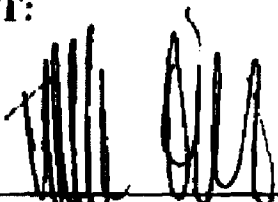
RESOLVED, FURTHER, that the effective date of such merger is December 31, 1999."

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this certificate to be signed by Robert Normile, its Chief Executive Officer and Secretary, and Christopher O'Brien, its President and Assistant Secretary, this 9th day of December, 1999.

Broderbund Software, Inc.

By: 
Robert Normile
Chief Executive Officer
and Secretary

ATTEST:

By: 
Christopher O'Brien
President and Assistant Secretary

(SEAL)