

05-16-2001

Form PTO-1594 R



U.S. Department of Commerce
Patent and Trademark Office

5-701

101718662

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

1. Name of conveying party(ies):
 Advantage Learning Systems, Inc.
 Individual(s) Association
 General Partnership Limited
 Corporation-State WI Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: 04/18/01

2. Name and address of receiving party(ies):
 Name: Renaissance Learning, Inc.
 Internal Address:
 Street Address: 901 Deming Way, Suite 101
 City: Madison State: WI Zip: 53717
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State WI
 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 names(s) & address(es) attached?
 Yes No

MAY - 7 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 SEE ATTACHED SCHEDULE A

Additional numbers attached?

B. Trademark registration No.(s)
 SEE ATTACHED SCHEDULE A

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Adam L. Brookman
Godfrey & Kahn, S.C.
 Internal Address:
 Street Address: 780 N. Water St.
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[41]

7. Total fee (37 CFR 3.41):\$1,040.00
 Enclosed
 Authorized to be charged to deposit account for any deficiencies

8. Deposit account number: 07-1509

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

05/16/2001 8TON11 00000032 75546208
 01 20:49:11 40.00 GP
 02 21:44:22 1000.00 GP

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.

Adam L. Brookman Adam L. Brookman 5/4/01
 Name of Person Signing Signature Date

Total Number of pages, including cover sheet and attachments: [3]

SCHEDULE A

MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE
ACCEL SCAN	75/546,208	08/27/98
ACCELERATED MATH	2,364,852	07/04/00
ACCELERATED READER and Design	2,411,178	12/05/00
ACCELERATED SCIENCE	76/065,448	06/07/00
ACCELERATED WRITER	75/251,268	03/04/97
ADVANTAGE	2,296,052	11/30/99
ADVANTAGE LEARNING SYSTEMS and Design	2,118,993	12/09/97
AR	75/546,206	08/27/98
AR BOOKGUIDE	2,310,695	01/25/00
AR TITLEFINDER	2,310,696	01/25/00
ATOS	76/135,215	09/26/00
DYNAMIC LEARNING OBJECTS	76/107,135	08/10/00
ESCHOOLOFFICE	76/106,820	08/10/00
GEN21	76/192,013	01/08/01
GENERATION21	76/001,152	03/16/00
GENERATION21 Logo	76/192,009	01/08/01
JOBS FOR ME	2,359,410	06/20/00
MATH CHECK	2,317,136	02/08/00
MATH CHECK Logo	75/546,207	08/27/98
OBJECTIVETRACKER	2,320,458	02/22/00
OPEN BOOK LOGO	2,118,994	12/09/97
PERFECT COPY	75/563,081	10/02/98
RENAISSANCE	76/001,151	03/16/00
RENAISSANCE LEARNING	76/192,014	01/08/01
RENAISSANCE NEWS	75/798,473	09/14/99
SCHOOL RENAISSANCE	2,439,080	03/27/01
STANDARDIZED TEST FOR ASSESSMENT OF READING S.T.A.R.	2,067,801	06/03/97
STANDARDSMASTER	76/151,195	10/20/00
STAR DESIGN	2,116,771	11/25/97
STAR EARLY LITERACY	76/145,643	10/12/00
STAR MATH	2,357,943	06/13/00
STAR READING	2,317,137	02/08/00
SURPASS	76/064,747	06/07/00
TAP	76/076,224	06/23/00
TECHWRITE	2,429,139	02/20/01
TESTCHECK	75/753,598	07/19/99
THE ACCELERATED READER	2,011,339	10/29/96
THE LEARNING SYSTEM FOR THE 21 ST CENTURY	76/201,498	01/29/01
TKM	76/192,005	01/08/01
TOTAL KNOWLEDGE MANAGEMENT	76/192,006	01/08/01
WRITING RENAISSANCE	76/065,013	06/07/00

AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ADVANTAGE LEARNING SYSTEMS, INC.

Pursuant to and in accordance with Section 180.1003 of the Wisconsin Statutes, the following amendment to the Amended and Restated Articles of Incorporation was duly adopted by unanimous consent on September 1, 2000 by the Board of Directors and by the vote required on April 18, 2001 by the shareholders of Advantage Learning Systems, Inc. (the "Company"):

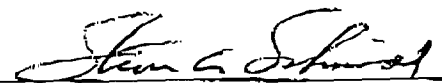
Article I of the Company's Amended and Restated Articles of Incorporation is hereby amended to read as follows:

"ARTICLE I

The name of the Corporation is Renaissance Learning, Inc."

Executed in duplicate as of this 18th day of April, 2001.

Advantage Learning Systems, Inc.

By: 
Steven A. Schmidt, Vice President,
Chief Financial Officer and Secretary

This instrument was drafted by
and should be returned to:

Pamela M. Krill, Esq.
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
(608) 284-2278

MN121428v1