

04-28-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Lightspan Partnership, Inc.

4-23-03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other California Corporation

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: 94121-1520

- 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: 04/22/2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2124084 2057788

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anne Hiaring

Internal Address:

Street Address: 19 Brookmont

City: San Anselmo State: CA Zip: 94960

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:

MANAGE SECTION APR 23 PM 1:44

DO NOT USE THIS SPACE

9. Signature.

Anne Hiaring

Name of Person Signing

Signature

Signature

April 23, 2003

Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK REEL: 002719 FRAME: 0335

**ASSIGNMENT OF TRADEMARKS
and TRADEMARK REGISTRATIONS**

WHEREAS Lightspan Partnership, Inc. ("Assignor"), a California corporation with a principal place of business at 10140 Campus Point Drive, San Diego, California 94121-1520, is the owner of the trademarks shown on the attached Schedule of Marks which are the subject of trademark registrations with the United States Patent and Trademark Office (the "Marks"); and

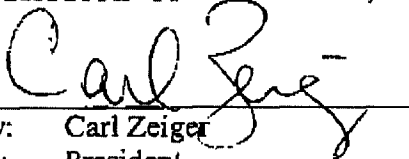
WHEREAS Lightspan, Inc. ("Assignee"), a Delaware corporation with a principal place of business at 10140 Campus Point Drive, San Diego, California 94121-1520, has acquired that portion of the goodwill of the business of Assignor associated with the Marks, including the applications and registrations, and is the successor in interest to that portion of business of the Registrant to which the marks pertain pursuant to Section 10 of the Lanham Act, 15 U.S.C. 1060.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title, and interest in and to the Marks, together with the goodwill of that portion of the business to which the Marks apply, and the applications and Certificates of Registration therefor.

The record of this assignment shall be entered in the records of the United States Patent and Trademark Office.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed on the date below written.

LIGHTSPAN PARTNERSHIP, INC.


By: Carl Zeiger
Its: President

Dated: 4/22/03

SCHEDULE OF MARKS**United States Trademark Registrations:**

<u>Mark</u>	<u>Reg.No.</u>	<u>Reg.Date</u>
LIQUID BOOKS	2,124,084	12/23/1997
LIQUID BOOKS	2,057,788	4/29/1997