

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
LRN, The Legal Knowledge Company		07/21/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	LRN CORPORATION		
<b>Street Address:</b>	1100 Glendon Avenue		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90024		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2393625	KNOWLEDGE BANK	
Registration Number:	2489052	KNOWLEDGE SERVICE PROVIDER	
Registration Number:	2539781	LCEC	
Registration Number:	1975636	LRN	
Serial Number:	78377425	COMET	
Serial Number:	78667608	AIM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(214)969-4343		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2149694214		
<b>Email:</b>	trademarkdallas@akingump.com		
<b>Correspondent Name:</b>	John Cone Akin Gump Strauss Hauer & Feld		
<b>Address Line 1:</b>	P.O. Box 688		
<b>Address Line 4:</b>	Dallas, TEXAS 75313-0688		

CH \$165.00 2393625

NAME OF SUBMITTER:	John M. Cone
Signature:	/johnmcone/
Date:	09/02/2005
Total Attachments: 2 source=lrnchangeofname#page1.tif source=lrnchangeofname#page2.tif	

# Delaware

PAGE 1

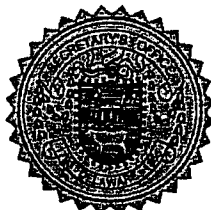
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LRN, THE LEGAL KNOWLEDGE COMPANY", CHANGING ITS NAME FROM "LRN, THE LEGAL KNOWLEDGE COMPANY" TO "LRN CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 2005, AT 1:52 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3247333 8100

050603371



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4038524

DATE: 07-21-05

TRADEMARK  
REEL: 003152 FRAME: 0453

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
LRN, THE LEGAL KNOWLEDGE COMPANY  
(a Delaware corporation)**

Pursuant to the General Corporation Law of the State of Delaware, the undersigned, being an authorized officer of LRN, The Legal Knowledge Company, a Delaware corporation (the "Corporation"), hereby adopts the following amendment to its Certificate of Incorporation:

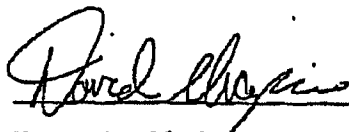
Article First of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

**FIRST.** The name of this corporation is LRN Corporation (hereinafter referred to as "the Corporation.")

That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer of the Corporation, effective as of the date filed with the Delaware Secretary of State.



Name: David Shapiro  
Title: Assistant Secretary

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:52 PM 07/21/2005  
FILED 01:52 PM 07/21/2005  
SRV 050603371 - 3247333 FILE*