

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lightspan, Inc.		03/28/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Plato Learning, Inc.		
Street Address:	10801 Nesbitt Avenue South		
City:	Bloomington		
State/Country:	MINNESOTA		
Postal Code:	55437		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2571150	ACADEMIC SYSTEMS A	
Registration Number:	2571152	ACADEMIC SYSTEMS	
CORRESPONDENCE DATA			
Fax Number:	(312)554-8015		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	pbarengolts@pattishall.com		
Correspondent Name:	Phillip Barengolts		
Address Line 1:	311 S. Wacker Drive, Suite 5000		
Address Line 4:	Chicago, ILLINOIS 60610		
ATTORNEY DOCKET NUMBER:	00159-00179		
NAME OF SUBMITTER:	Phillip Barengolts		
Signature:	/Phillip Barengolts/		
Date:	03/30/2006		

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Total Attachments: 1
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WHEREAS, Lightspan, Inc., a Delaware corporation, located at 6020 Cornerstone Court West, Suite 300, San Diego, California 92121, owns the following trademarks and their corresponding U.S. registrations (collectively, "the Trademarks"):

ACADEMIC SYSTEMS, Reg. No. 2,571,152


ACADEMIC SYSTEMS & DESIGN, Reg. No. 2,571,150.

WHEREAS, Lightspan, Inc. has agreed to assign all its rights and title and interest in and to the Trademarks identified above and the corresponding registrations and application, along with the goodwill symbolized by the Trademarks, in favor of Plato Learning, Inc., organized and existing under the laws of Delaware, having an office at 10801 Nesbitt Avenue South, Bloomington Minnesota 55437, that is desirous of acquiring all right, title and interest of Lightspan, Inc. in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the above-identified registrations and application.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Lightspan, Inc. assigns to Plato Learning, Inc., all right, title and interest which it possesses in and to the Trademarks, together with the goodwill symbolized by those Trademarks, and together with the right to sue for past infringement of the Trademarks and to recover damages and profits in connection therewith.

IN WITNESS WHEREOF, Lightspan, Inc. has caused this instrument to be executed by its duly authorized representative this 28th day of MARCH, 2006.

Lightspan, Inc.

By: 
Name: LAURENCE L. BETTERLEY
Title: CFO