

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Schoolsoft Corporation		09/24/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	DreamBox Learning Inc.
Street Address:	10900 NE 8th Street,
Internal Address:	Suite 600
City:	Bellevue,
State/Country:	WASHINGTON
Postal Code:	98004
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78957834	
Serial Number:	78957091	ASPIRE. ADAPT. ACHIEVE.
Serial Number:	77202975	LESSONSCRIPT
Serial Number:	77187808	MATH SNAP
Serial Number:	77121606	WHERE KIDS COME TO LEARN
Serial Number:	77121407	WHERE KIDS COME 2 LEARN
Serial Number:	77204484	DREAMBOX
Serial Number:	77204479	DREAMBOX LEARNING

CORRESPONDENCE DATA

Fax Number: (650)963-3303
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 650 903 2257
 Email: vani@hahn moodley.com
 Correspondent Name: Vani Moodley

CH \$215.00 78957834

Address Line 1: P.O. Box 52050
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	DREAMBOXTMASSGN
NAME OF SUBMITTER:	Vani Moodley
Signature:	/Vani Moodley/
Date:	09/27/2007

Total Attachments: 3
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source=NameChange#page2.tif
source=NameChange#page3.tif

Delaware

PAGE 1

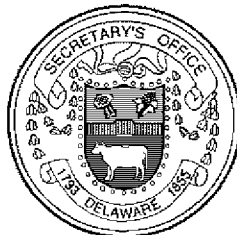
The First State

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 "SCHOOLSOFT CORPORATION", CHANGING ITS NAME FROM "SCHOOLSOFT CORPORATION" TO "DREAMBOX LEARNING, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2007, AT 2:30 O'CLOCK P.M.

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

4112104 8100

071045068



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6022459

DATE: 09-24-07

TRADEMARK
REEL: 003629 FRAME: 0521

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SCHOOLSOFT CORPORATION**

The undersigned, Louis T. Gray, hereby certifies that:

1. He is the duly elected and acting President of SchoolSoft Corporation, a Delaware corporation.
2. The Certificate of Incorporation of the corporation was originally filed with the Secretary of State of Delaware on February 17, 2006. The Amended and Restated Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on March 31, 2006 (the "Restated Certificate").
3. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of Amended and Restated Certificate of Incorporation amends Article I of the corporation's Restated Certificate to read as follows:

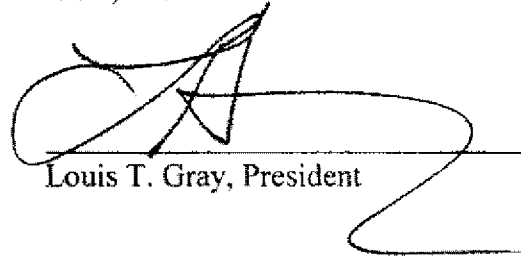
"ARTICLE I

The name of this corporation is DreamBox Learning, Inc. (the "Corporation")."

4. The foregoing Certificate of Amendment has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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Executed at Seattle, Washington on September 24, 2007.



Louis T. Gray, President

[CERTIFICATE OF AMENDMENT OF SCHOOLSOFT CORPORATION
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION]

RECORDED: 09/27/2007

TRADEMARK
REEL: 003629 FRAME: 0523