

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Voyager Expanded Learning, L.P.		12/28/2007	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	Voyager Expanded Learning, Inc.
Street Address:	1800 Valley View lane
Internal Address:	One Hickory Centre, Suite 400
City:	Dallas
State/Country:	TEXAS
Postal Code:	75234
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Serial Number:	77273294	VOYAGER PASSPORT
Serial Number:	76450199	EVOYAGES
Serial Number:	78644915	EXPECT RESULTS
Serial Number:	78602824	PASSPORT READING JOURNEYS
Serial Number:	78601346	SOLO
Serial Number:	78601348	STRATEGIC ONLINE LEARNING OPPORTUNITIES
Serial Number:	77262945	TICKET TO READ
Serial Number:	78604173	TIMEWARP
Serial Number:	76480894	V
Serial Number:	76396917	V VOYAGERU
Serial Number:	76216900	VIP

CH \$640.00 77273294

Serial Number:	76462715	VITAL INDICATORS OF PROGRESS
Serial Number:	78530453	VMATH
Serial Number:	77304080	VMATH MATH INTERVENTION THAT WORKS VMATHLIVE
Serial Number:	77088732	VMATHLIVE
Serial Number:	76315140	VOYAGER 100% LITERACY SYSTEM
Serial Number:	74665812	VOYAGER EXPANDED LEARNING
Serial Number:	76185318	VOYAGER EXPANDED LEARNING
Serial Number:	76976153	VOYAGER LEARNING
Serial Number:	77273339	VOYAGER PASAPORTE
Serial Number:	77273318	VOYAGER PASSPORT
Serial Number:	76360361	VOYAGER UNIVERSAL LITERACY SYSTEM
Serial Number:	76396660	VOYAGERU
Serial Number:	78678436	VPORT
Serial Number:	78696563	VPORT

CORRESPONDENCE DATA

Fax Number: (214)659-4832
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214-659-4655
Email: nealk@akllp.com
Correspondent Name: Michele P. Schwartz
Address Line 1: 1717 Main Street
Address Line 2: Suite 3700
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	165993
NAME OF SUBMITTER:	Michele P. Schwartz
Signature:	/Michele P. Schwartz/
Date:	01/09/2008

Total Attachments: 3
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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 MERGER, WHICH MERGES:

"VOYAGER EXPANDED LEARNING, LP", A TEXAS LIMITED PARTNERSHIP,

WITH AND INTO "VOYAGER HOLDING CORPORATION" UNDER THE NAME OF "VOYAGER HOLDING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2007, AT 2:22 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

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



3894838 8100M

071371630

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6275451

DATE: 12-31-07

TRADEMARK
REEL: 003692 FRAME: 0546

CERTIFICATE OF MERGER
OF
VOYAGER EXPANDED LEARNING, LP,
(a Texas limited partnership)
WITH AND INTO
VOYAGER HOLDING CORPORATION
(a Delaware corporation)

* * * * *

Pursuant to Title 8, Section 263(c) of the Delaware General Corporation Law, the undersigned corporation, Voyager Holding Corporation, a Delaware corporation, does hereby certify that:

1. Parties. The name of the surviving corporation is VOYAGER HOLDING CORPORATION, a Delaware corporation, and the name of the limited partnership being merger into this corporation is VOYAGER EXPANDED LEARNING, LP, a Texas limited partnership.

2. Approval of Agreement and Plan of Merger. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited partnership.

3. Name of Surviving Corporation. The name of the corporation surviving the merger is Voyager Holding Corporation, a Delaware corporation (the "Surviving Corporation"). The name of the Surviving Corporation is herein changed to Voyager Expanded Learning, Inc., a Delaware corporation.

4. Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of Voyager Holding Corporation shall constitute the Certificate of Incorporation of the Surviving Corporation. The First Article of the Certificate of Incorporation is hereby amended so that, as amended, said Article shall be read as follows:

"First: The name of the corporation (hereinafter called the "corporation") is: 'Voyager Expanded Learning, Inc.'"

5. Document on File. The executed agreement and plan of merger is on file at the principal office of the Surviving Corporation, which is located at: 789 East Eisenhower Parkway, Ann Arbor, MI 48108.

6. Copy To Be Furnished. A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation or member of any constituent limited partnership.

7. Effective Date. This Certificate of Merger shall be effective as of 11:59 p.m. EST on December 31, 2007.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 28th day of December, 2007, by a duly authorized officer of the Surviving Corporation.

VOYAGER HOLDING CORPORATION

By: /s/ Todd W. Buchardt
Name: Todd W. Buchardt
Title: V.P.