

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
Education Station, LLC		12/30/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	KLC School Partnerships LLC
Street Address:	650 N. E. Holladay Street
City:	Portland
State/Country:	OREGON
Postal Code:	97232
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78851952	EDUCATION STATION ON THE RIGHT TRACK
Serial Number:	78703167	SUCCESS BEGINS HERE
Serial Number:	76578888	EDUCATION STATION
Serial Number:	76589360	
Serial Number:	76589375	EDUCATION STATION
Serial Number:	78700463	EDUCATION STATION HOME CONNECTION

CORRESPONDENCE DATA

Fax Number: (917)777-4104
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-735-3000
 Email: mmcguire@skadden.com
 Correspondent Name: Skadden, Arps, Slate, Meagher & Flom LLP
 Address Line 1: Four Times Square
 Address Line 4: New York, NEW YORK 11701

CH \$165.00 78851952

ATTORNEY DOCKET NUMBER:	055660/29
NAME OF SUBMITTER:	Jennifer Ward
Signature:	/Jennifer Ward/
Date:	01/28/2009
Total Attachments: 3 source=7450467 so de#page1.tif source=7450467 so de#page2.tif source=7450467 so de#page3.tif	

Delaware

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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:

"EDSOLUTIONS, INC.", A DELAWARE CORPORATION,

"ESI HOLDINGS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"KNOWLEDGE BEGINNINGS CORPORATE SOLUTIONS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "EDUCATION STATION, LLC" UNDER THE NAME OF "EDUCATION STATION, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2008, AT 1:52 O'CLOCK P.M.

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

3786111 8100M

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7054322

DATE: 12-30-08

TRADEMARK
REEL: 003925 FRAME: 0908

**Certificate of Merger
of
Knowledge Beginnings Corporate Solutions, Inc., a Delaware corporation,
ESI Holdings LLC, a Delaware limited liability company
and
Edsolutions, Inc., a Delaware corporation
with and into
Education Station, LLC, a Delaware limited liability company**

Pursuant to Sections 264 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-209 of the Limited Liability Company Act of the State of Delaware (the "DLLCA"), Education Station, LLC, a Delaware limited liability company, the surviving entity in the merger described below, states as follows, effective as of December 31, 2008:

1. The names and states of domicile of each of the constituent entities are as follows:

- (a) Knowledge Beginnings Corporation Solutions, Inc., a Delaware corporation;
- (b) ESI Holdings LLC, a Delaware limited liability company;
- (c) Edsolutions, Inc., a Delaware corporation; and
- (d) Education Station, LLC, a Delaware limited liability company (the "Surviving Entity").

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 264(c) of the DGCL.

3. The Merger Agreement has been approved and executed by each constituent limited liability company in accordance with Section 18-209(c) of the DLLCA.

4. The name of the Surviving Entity is Education Station, LLC, a Delaware limited liability company.

5. The Certificate of Formation of the Surviving Entity shall be amended to change the name of the Surviving Entity to KLC School Partnerships LLC.

6. The executed Merger Agreement is on file at an office of the Surviving Entity, the address of which is 650 NE Holladay Street, Portland, Oregon 97232.


7. A copy of the Merger Agreement will be furnished by the Surviving Entity on request and without cost to any stockholder of any constituent corporation and to any member of any constituent domestic limited liability company.

[Signature page follows.]

IN WITNESS WHEREOF, the Surviving Entity has caused this Certificate of Merger to be signed by its Member as of the date first written above.

Education Station, LLC,
a Delaware limited liability company

By: **Knowledge Learning Corporation, Inc.,**
a Delaware corporation

By: 
Name: **John Sims**
Title: **Executive Vice President, General
Counsel and Corporate Secretary**