

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/28/2000		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	The Lightspan Partnership, Inc.		01/28/2000
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	The Lightspan Partnership, Inc.		
Street Address:	10140 Campus Point Drive		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2489364	LIGHTSPAN ADVENTURES
CORRESPONDENCE DATA			
Fax Number:	(612)766-1600		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612.766.7196		
Email:	seppryan@faegre.com		
Correspondent Name:	Sandra Epp Ryan / Faegre & Benson LLP		
Address Line 1:	2200 Wells Fargo Center		
Address Line 2:	90 South Seventh Street		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	386559		
NAME OF SUBMITTER:	Sandra Epp Ryan		
Signature:	/Sandra Epp Ryan/		

CH \$40.00 2489364

Date:

05/20/2010

Total Attachments: 3

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"THE LIGHTSPAN PARTNERSHIP, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "THE LIGHTSPAN PARTNERSHIP, INC." UNDER THE NAME OF "THE LIGHTSPAN PARTNERSHIP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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001283885

AUTHENTICATION: 0477988

DATE: 06-05-00

TRADEMARK
REEL: 004209 FRAME: 0743

**CERTIFICATE OF MERGER
OF
THE LIGHTSPAN PARTNERSHIP, INC.
WITH AND INTO
THE LIGHTSPAN PARTNERSHIP, INC.**

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify that:

FIRST: The name and states of incorporation of each of the constituent parties of the merger is as follows:

NAME	STATE OF INCORPORATION
The Lightspan Partnership, Inc.	California
The Lightspan Partnership, Inc.	Delaware

SECOND: An agreement and plan of merger and reorganization between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent parties in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is The Lightspan Partnership, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of The Lightspan Partnership, Inc., a Delaware corporation, shall be the certificate of incorporation of the Surviving Corporation and this Certificate of Merger is to become effective upon filing with the Secretary of State of the State of Delaware.

FIFTH: The executed agreement and plan of merger and reorganization is on file at the principal place of business of the Surviving Corporation located at 10140 Campus Point Drive, San Diego, California 92121.

SIXTH: A copy of the agreement and plan of merger and reorganization will be furnished by Surviving Corporation on request and without cost, to any stockholder of the Surviving Corporation or any shareholder of The Lightspan Partnership, Inc.


[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, The Lightspan Partnership, Inc. has caused this Certificate of Merger to be executed as of the date set forth below by its duly authorized representative.

Dated: January 28, 2000

THE LIGHTSPAN PARTNERSHIP, INC.
a Delaware corporation

By:


John Kernan, Chief Executive Officer

[CERTIFICATE OF MERGER SIGNATURE PAGE]

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