TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Voyager Expanded Learning, Inc.		01/31/2005	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Voyager Expanded Learning, L.P.
Street Address:	1800 Valley View Lane, Suite 400
Internal Address:	One Hickory Center
City:	Dallas
State/Country:	TEXAS
Postal Code:	75234
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	2860988	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:	78604173	TIMEWARP
Registration Number:	2779424	V
Registration Number:	2882365	V VOYAGERU
Registration Number:	2626404	VIP
Registration Number:	2911439	VITAL INDICATORS OF PROGRESS
Serial Number:	78530453	VMATH
Registration Number:	2628063	VOYAGER 100% LITERACY SYSTEM
Registration Number:	2129258	VOYAGER EXPANDED LEARNING

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Registration Number:	2590995	VOYAGER EXPANDED LEARNING
Registration Number:	2811609	VOYAGER LEARNING
Registration Number:	2749505	VOYAGER UNIVERSAL LITERACY SYSTEM
Registration Number:	2848412	VOYAGERU
Serial Number:	78678436	VPORT
Serial Number:	78696563	VPORT

CORRESPONDENCE DATA

Fax Number: (214)939-6100

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: nealk@hughesluce.com

Correspondent Name: Michele P. Schwartz

Address Line 1: 1717 Main Street

Address Line 2: Suite 2800

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	10208.17
NAME OF SUBMITTER:	Michele P. Schwartz
Signature:	/Michele P. Schwartz/
Date:	01/13/2006

Total Attachments: 4

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In the Office of the
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FEB 01 2005

Corporations Section

ARTICLES OF CONVERSION

OF

VOYAGER EXPANDED LEARNING, INC., A TEXAS CORPORATION

INTO

VOYAGER EXPANDED LEARNING, L.P., A TEXAS LIMITED PARTNERSHIP

JANUARY 31, 2005

Pursuant to the provisions of Articles 5.17 and 5.18 of the Texas Business Corporation Act (the "TBCA") and Article 2.15 of the Texas Revised Limited Partnership Act (the "TRLPA"), the undersigned, Voyager Expanded Learning, Inc., a Texas corporation (the "Company") adopts the following Articles of Conversion for the purpose of effecting a conversion of the Company from a corporation into a limited partnership (the "Conversion"), and hereby certifies the following:

1. Converting Entity. The name and state of incorporation of the converting entity is as follows:

Voyager Expanded Learning, Inc., a Texas corporation.

2. Converted Entity. The name and state of formation of the converted entity is as follows:

Voyager Expanded Learning, L.P., a Texas limited partnership.

3. Approval of Plan of Conversion. The Company has approved a plan of conversion (the "Plan") in accordance with the requirements of Articles 5.03 and 5.17 of the TBCA.

4. Document on File. An executed copy of the Plan is on file at the principal place of business of the converting entity located at One Hickory Centre, 1800 Valley View Lane, Suite 400, Dallas, Texas 75234. An executed copy of the Plan will be on file, from and after the Conversion, at the principal place of business of the converted entity located at One Hickory Centre, 1800 Valley View Lane, Suite 400, Dallas, Texas 75234.

5. Copy to be Furnished. A copy of the Plan will be furnished by the converting entity (prior to the Conversion) or the converted entity (after the Conversion), on written request and without cost, to any shareholder of the converting entity and to any partner of the converted entity.

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6. Number of Shares Entitled to Vote. As to the converting entity, the approval of whose shareholders is required, the number of shares outstanding are as follows:

Name of Converting Entity	Number of Shares Outstanding
Voyager Expanded Learning, Inc.	10,000,000 shares of common stock

7. Number of Shares Voting for Conversion. As to the converting entity, the approval of whose shareholders is required, the number of shares that voted for and against the Plan are as follows

Name of Converting Entity	Total Voted For	Total Voted Against
Voyager Expanded Learning, Inc.	10,000,000 shares of common stock	0 shares of common stock

8. Authorization. As to the converting entity, the approval of the Plan has been duly authorized by all action required by the laws under which it is incorporated and by its constituent documents.

9. Franchise Taxes. In lieu of the Comptroller's certificate, the Converted Entity will be responsible for the payment of all fees and franchise taxes.

10. Effective Date. The Conversion shall be effective upon the issuance of the certificate of conversion by the Secretary of State of the State of Texas in accordance with Article 5.19 of the TBCA.

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IN WITNESS WHEREOF, the Company has caused these Articles of Conversion to be duly executed as of the date first set forth above.

VOYAGER EXPANDED LEARNING, INC.

By: Todd W. Buckardt
Name: Todd W. Buckardt
Title: Vice President

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Corporations Section

CERTIFICATE OF LIMITED PARTNERSHIP
FOR
VOYAGER EXPANDED LEARNING, L.P.

The undersigned, desiring to form a limited partnership pursuant to the Texas Revised Limited Partnership Act, Tex. Rev. Civ. Stat. Ann. Article 6132a-1 (the "Act"), hereby duly execute this Certificate of Limited Partnership for that purpose.

1. The name of the partnership is Voyager Expanded Learning, L.P. (the "Partnership").

2. The address of the principal office of the Partnership in the United States where its partnership records are to be kept or made available under Section 1.07 of the Act is One Hickory Centre, 1800 Valley View Lane, Suite 400, Dallas, TX 75234

3. The address of the registered office of the Partnership is 350 North Saint Paul Street, Dallas, Texas 76201, and the name of the registered agent, whose business address will be the same as the registered office address, is CT Corporation System.

4. The name, mailing address and the street address of the business of the general partner of the Partnership is as follows:

NAME	MAILING ADDRESS
ProQuest Learning I, LLC	One Hickory Center 1800 Valley View Lane, Suite 400 Dallas, Texas 75234

5. This limited partnership is being organized pursuant to a plan of conversion. The name, address, prior form of organization, date of incorporation and the jurisdiction of incorporation of the converting entity are as follows:

Name and Address	Prior Form of Organization	Date of Incorporation	Jurisdiction of Incorporation
Voyager Expanded Learning, Inc. 1800 Valley View Lane, Suite 400 Dallas, TX 75234	Corporation	April 11, 1994	Texas

SIGNED on this _____ day of January, 2005.

PROQUEST LEARNING I, LLC

By: VEL Holding Corp., its sole Member

By: _____
Name: Kevin Gregory
Title: Vice President and Assistant Secretary

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