

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/10/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CyberEd, Inc.		05/10/2012	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	PLATO Learning, Inc.
Street Address:	5600 West 83rd St, Suite 300
Internal Address:	8200 Tower
City:	Bloomington
State/Country:	MINNESOTA
Postal Code:	55437
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2351383	CYBER ED
Registration Number:	3198239	PERSONAL ALGEBRA TUTOR

CORRESPONDENCE DATA

Fax Number: 3128622200
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 3128623312
 Email: patrick.lau@kirkland.com
 Correspondent Name: Kirkland & Ellis LLP
 Address Line 1: 300 North LaSalle
 Address Line 2: c/o Patrick Lau, Legal Assistant
 Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	13983-1 PL
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CH \$65.00 2351383

NAME OF SUBMITTER:	Patrick Lau
Signature:	/pl/
Date:	05/15/2012
Total Attachments: 5 source=filed Certificate of Ownership and Merger (DE) - CyberEd Inc#page1.tif source=filed Certificate of Ownership and Merger (DE) - CyberEd Inc#page2.tif source=filed Certificate of Ownership and Merger (DE) - CyberEd Inc#page3.tif source=filed Certificate of Ownership and Merger (DE) - CyberEd Inc#page4.tif source=filed Certificate of Ownership and Merger (DE) - CyberEd Inc#page5.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CYBERED, INC.", A NEVADA CORPORATION,
WITH AND INTO "PLATO LEARNING, INC." UNDER THE NAME OF "PLATO LEARNING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 2012, AT 6:01 O'CLOCK P.M.

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

2200914 8100M

120545120



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9573700

DATE: 05-15-12

TRADEMARK
REEL: 004780 FRAME: 0502

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CYBERED, INC.
(a Nevada corporation)

WITH AND INTO

PLATO LEARNING, INC.
(a Delaware corporation)

*In accordance with the provisions of §253 of the
General Corporation Law of the
State of Delaware*

PLATO Learning, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge with and into itself CyberEd, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Nevada ("CyberEd"), pursuant to the provisions of §253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The Corporation is the owner of all of the issued and outstanding shares of capital stock of CyberEd.

SECOND: The Board of Directors of the Corporation on May 10, 2012 adopted the resolutions set forth below approving the merger of the subsidiary with and into the Corporation (the "Merger");

SUBSIDIARY MERGER - CYBERED, INC.

WHEREAS, the Corporation is the sole holder of all of the issued and outstanding shares of capital stock of CyberEd, Inc., a Delaware corporation ("CyberEd"); and

WHEREAS, the Corporation deems it advisable and in its best interest that Lightspan be merged with and into the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that CyberEd be, and hereby is, merged with and into the Corporation (the "Merger") with the Corporation being the surviving corporation.

FURTHER RESOLVED, that the Board of Directors hereby approves the Agreement and Plan of Merger between the Corporation and CyberEd (the "Plan of Merger"), including, without limitation, the cancellation of CyberEd's stock owned by the Corporation.

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of the Corporation shall remain unchanged and continue to remain outstanding as one share of the same class or series of capital stock of the Corporation held by the person who was the holder of such share of capital stock of the Corporation immediately prior to the Merger.

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of CyberEd shall be cancelled and no consideration shall be issued in respect thereof.

FURTHER RESOLVED, that the certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

FURTHER RESOLVED, that any of the Chief Executive Officer, President, the Chief Financial Officer, any Vice President, Secretary or Treasurer, or such other officers as may be designated by the Board of Directors of the Corporation (collectively referred to herein as the "Authorized Officers"), acting alone or with one or more other Authorized Officers, be, and each hereby is, authorized and empowered to (i) execute and deliver a Certificate of Ownership and Merger and cause the same to be filed with the office of the Secretary of State of the State of Delaware, (ii) execute and deliver Articles of Merger and cause the same to be filed with the office of the Secretary of State of the State of Nevada, under its corporate seal or otherwise with such changes therein or modifications thereto as such Authorized Officers shall in their sole discretion deem necessary, proper or advisable.

FURTHER RESOLVED, that the Authorized Officers of the Corporation be, and they hereby are, authorized and directed to do take all further actions, whether within or without the State of Delaware and the State of Nevada, which may be in any way necessary or proper to effect the Merger.

GENERAL

RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, any of the Authorized Officers be, and each hereby is, authorized to take all such further actions in order to effect the Merger and to execute and deliver all such further agreements, instruments, documents or certificates, in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses, which shall in their

judgment be necessary, proper or advisable and to perform all of the obligations of the Corporation.

THIRD: The Corporation shall be the surviving corporation of the Merger.

FOURTH: The certificate of incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

FIFTH: The Merger shall be effective upon filing.

* * * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury do hereby declare and certify that this is the act and deed of the Corporation and Lightspeed and the facts stated herein are true and accordingly have hereunto signed this Certificate of Merger this 10th day of May, 2012.

PLATO LEARNING, INC.,
a Delaware corporation

By: /s/ Robert J. Rueckl
Name: Robert J. Rueckl
Title: Vice President and Chief Financial
Officer