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To the Honorable Commissioner For Patents: Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Terrence V. Layng, Ph.D., Kent R. Johnson, Ph.D.,
Janet S. Twyman, Ph.D., Victoria Ford, Michael P. Layng, Ph.D.,
Marilyn R. Gilbert, Gregory Stikeleather

Additional name(s) of conveying party(ies) attached?

☐ Yes☒ No

3. Nature of Conveyance:

☒ Assignment☐ Merger☐ Security Agreement☐ Change of Name☐ Other:

4-18-2001; 4-18-2001; 3-21-2001;

Execution Date:

3-21-2001; 3-21-2001; 3-18-2001;
4-18-2001

2. Name and address of receiving party(ies):

Name: Headsprout, Inc.

Internal Address:

Street Address: 127 Broadway Avenue, E., Suite 300

City: Seattle

State: WA Zip: 98102

Additional name(s) & address(es) attached?

☐ Yes☒ No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s): 10/323,964

B. Patent No.(s):

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sabra-Anne R. Truesdale

Internal Address: Fenwick & West LLP

Street Address: Silicon Valley Center
801 California Street

City: Mountain View State: CA Zip Code: 94041

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$40.00

☐ Check Enclosed☐ Fee Transmittal Enclosed☒ Charge the indicated fees to the below mentioned deposit account.

8. Deposit Account No.: 19-2555

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9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sabra-Anne R. Truesdale

Reg. No. 55,687

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, documents: 3

Mail documents to be recorded with required cover sheet information to: Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office, P.O. Box 1450,
Alexandria, VA 22313-1450.

Case Docket No.: 23427-07272

PATENT 23427/07272/DOCS/1668960.1

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Attorney's Docket

ASSIGNMENT**PATENT**No.: 005289.P002 (For Execution After Filing Patent Application)

In consideration of good and valuable consideration, the receipt of which is hereby acknowledged, We,
the undersigned, Terrence V. Layng, Ph.D., Kent R. Johnson, Ph.D., Janet S. Twyman, Ph.D., Victoria Ford, Michael P. Layng, Ph.D., Marilyn R. Gilbert and Gregory Stikeleather
hereby sell, assign, and transfer to Headsprout, Inc.
a corporation of Delaware, having a principal place of business at
2211 East Madison, Seattle, Washington 98112, ("Assignee"),
and its successors, assigns, and legal representatives, the entire right, title, and interest for the
United States and all foreign countries, in and to any and all improvements that are disclosed in
the application for the United States patent that was filed January 31, 2001 and assigned
Application No. 09/775,352 and is entitled

TEACHING METHOD AND SYSTEM

and in and to said application and all divisional applications, continuation applications, continued prosecution applications, continuation-in-part applications, substitute applications, renewal applications, reissue applications, reexaminations, extensions, and all other patent applications that have been or shall be filed in the United States and all foreign countries on any of said improvements; and in and to all original patents, reissued patents, reexamination certificates, and extensions that have been or shall be issued in the United States and all foreign countries on said improvements; and in and to all rights of priority resulting from the filing of said United States application;

agree that said Assignee may apply for and receive a patent or patents for said improvements in its own name; and that, when requested, without charge to, but at the expense of, said Assignee, its successors, assigns, and legal representatives, to carry out in good faith the intent and purpose of this Assignment, the undersigned will execute all divisional applications, continuation applications, continued prosecution applications, continuation-in-part applications, substitute applications, renewal applications, reissue applications, reexaminations, extensions, and all other patent applications on any and all said improvements; execute all rightful oaths, assignments, powers of attorney, and other papers; communicate to said Assignee, its successors, assigns, and representatives all facts known to the undersigned relating to said improvements and the history thereof; and generally assist said Assignee, its successors, assigns, or representatives in securing and maintaining proper patent protection for said improvements and for vesting title to said improvements, and all applications for patents and all patents on said improvements, in said Assignee, its successors, assigns, and legal representatives; and

covenant with said Assignee, its successors, assigns, and legal representatives that no assignment, grant, mortgage, license, or other agreement affecting the rights and property herein conveyed has been made to others by the undersigned, and that full right to convey the same as herein expressed is possessed by the undersigned.

Date: 4/18/2001, 2001

Name: Terrence V. Layng, Ph.D.

Date: 4/18/01, 2001

Name: Kent R. Johnson, Ph.D.

Date: 3/21, 2001

Name: Janet S. Twyman, Ph.D.

Date: 3/21, 2001

Name: Victoria Ford

Date: 3/21/, 2001

Name: Michael P. Layng, Ph.D.

Date: March 18, 2001

Name: Marilyn R. Gilbert

Date: April 18, 2001

Name: Gregory Stikeleather

Assignment Document Return Address:

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