

01-29-2002

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(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

20.9/1.1

1. Name of conveying party(ies):
Thomson Licensing Corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ITP Licensing Corporation
Internal
Address: _____
Street Address: 650 Neamans Road
City: Claymont State: Delaware Zip: 19703
 Individual(s) citizenship _____
 Association _____
 General Partnership _____ JAN 16 2002
 Limited Partnership _____
 Corporation-State of Florida
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Nunc Pro Tunc Assignment
Execution Date: 10/24/01

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,616,725
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Paula K. Upson
Internal Address: _____
The Thomson Corporation
The Metro Center
Street Address: 1 Station Place
City: Stamford State: CT Zip: 06902

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
20-0866
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.
Paula K. Upson [Signature] 10/25/01
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document. 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 002432 FRAME: 0385

NUNC PRO TUNC -
TRADEMARK ASSIGNMENT

THIS AGREEMENT is effective as of January 31, 1996.

WHEREAS, Thomson Licensing Corporation, a corporation organized and existing under the laws of the State of Delaware, having an office at Two Mill Road, Wilmington, Delaware 19807 (hereinafter referred to as "Assignor"), has adopted, acquired, used and is using exclusively in its business the trademarks listed on Schedule A attached hereto; and

WHEREAS, ITP Licensing Corporation a Florida corporation, (currently known as Thomson Learning Licensing Corporation), having an address at 650 Naamans Road, Claymont, Delaware 19703 (hereinafter referred to as "Assignee") is desirous of acquiring all right, title and interest in and to said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee, its successors and assigns all of its right, title and interest in and to the trademarks listed on Schedule A, including the entire business or portion thereof to which the marks pertain, together with all the goodwill of the business symbolized by said marks, and together with the right to sue and collect damages and/or profits for past infringements of said marks, the intent hereof being substitute Assignee in the place of Assignor.

THOMSON LICENSING CORPORATION

By: 

Name: James R. Schurr
Title: President

10/24/01

SCHEDULE A

ST.J

Reg. No. 1,616,725