

05-30-2003

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECOR
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DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102460392

Tab settings

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

1. Name of conveying party(ies): 5-19-03
 Prometric, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Maryland
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Thomson Learning, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 290 Harbor Drive
 City: Stamford State: CT Zip: 06902

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware
 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 _____

Execution Date: December 20, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2,111,520

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 14

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

7. Total fee (37 CFR 3.41).....\$ 365
 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 Upson [Signature] 5/12/03
 Name of Person Signing Signature Date

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

05/29/2003 LUPELLER 00000098 200866 2111520

01 FC:8521 40.00 CH
 02 FC:8522 325.00 CH

TRADEMARK
REEL: 002742 FRAME: 0352

Schedule A

| Trademark | Appl. Number | Reg. Number |
|-----------------------------|--------------|-------------|
| 1-800-RED-TEST | | 2111520 |
| 1-800-RED-TEST | | 2111520 |
| 2PREP | | 2434744 |
| ARE YOU PREPARED? | | 2603332 |
| CERTIFIED PROCTOR NETWORK | 76441702 | |
| PROMETRIC | | 2276211 |
| PROMETRIC IP TESTING | 76378544 | |
| PROMETRIC PLUS | 76153813 | |
| PROMETRIC PRIME | 76378846 | |
| PROMETRIC WEBLAUNCH | 76153438 | |
| RAPIDASSESS | | 2415383 |
| SYLVAN PROMETRIC | | 2159347 |
| THE INTELLIGENT WAY TO TEST | | 2600417 |
| XXL | 76173010 | |

CERTIFICATE OF MERGER

OF

PROMETRIC, INC.

AND

THOMSON LEARNING INC.

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:07 AM 12/26/2002
020799257 - 2406150*

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) PROMETRIC, INC., which is incorporated under the laws of the State of Maryland; and

(ii) THOMSON LEARNING INC., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by PROMETRIC, INC. in accordance with the laws of the State of its incorporation and by THOMSON LEARNING INC. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is THOMSON LEARNING INC., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of THOMSON LEARNING INC., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

c/o General Counsel
The Thomson Corporation
One Station Place
Stamford, CT 06902

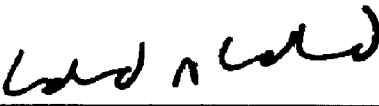
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of PROMETRIC, INC. consists of 160,000,000 shares of which 150,000,000 shares are common stock with a par value of \$0.001 each and 10,000,000 shares are preferred stock with a par value of \$0.001.

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 30, 2002.

Dated: December 20, 2002.

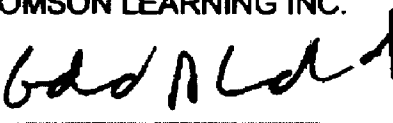
PROMETRIC, INC.

By: 

Edward A. Friedland
Vice President

Dated: December 20, 2002.

THOMSON LEARNING INC.

By: 

Edward A. Friedland
Vice President

Delaware

PAGE 1

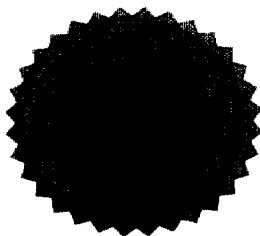
The First State

I, HARRIET SMITH WINDSOR, 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:

"PROMETRIC, INC.", A MARYLAND CORPORATION,

WITH AND INTO "THOMSON LEARNING INC." UNDER THE NAME OF "THOMSON LEARNING INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2002, AT 10:07 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF DECEMBER, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2406150 8100M

AUTHENTICATION: 2371929

030253504

DATE: 04-17-03

RECORDED: 05/19/2003

TRADEMARK

REEL: 002742 FRAME: 0356