

08-20-2003

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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TRADE



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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.

1. Name of conveying party(ies):
 TestPrep.com, LLC 8-15-03

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Limited liability company - Delaware

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

2. Name and address of receiving party(ies)
 Name: Educational Design, LLC
 Internal
 Address: C/o Hights Cross Communications, Inc.

Street Address: 10 New King Street, Suite 110
 City: White Plains State: NY Zip: 10604

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Limited liability company - Delaware

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Merger

Execution Date: 8/12/03

If assigned is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
See attached Trademark Schedule

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See attached Trademark Schedule

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Miriam J. Rovner, Senior Legal Assistant
 Internal Address: _____
 Street Address: Goodwin Procter LLP
Exchange Place
 City: Boston State: MA Zip: 02109-2881

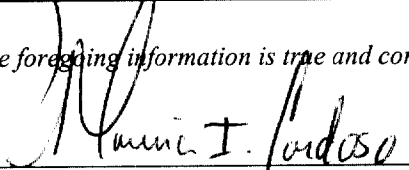
6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$165.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-1700
 (Attach duplicate copy of this page if paying by deposit account)

~~08/19/2003 10:11 AM 00000000 76107732~~ **DO NOT USE THIS SPACE**

Statement and signature. 40.00 OP
125.00 OP
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.

Marina I. Cardoso  August 15, 2003

Name of Person signing Signature Date

Total number of pages include cover sheet, attachments, and document: 5

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

TRADEMARK SCHEDULE

TestPrep.com LLC

<u>Trademark</u>	<u>Application/ Registration No.</u>	<u>Application/ Registration Date</u>
IMPROVING SCORES. IMPROVING SCHOOLS. IMPROVING LIVES TRIUMPH LEARNING IMPROVING SCORES, IMPROVING SCHOOLS, IMPROVING LIVES and Design	76/407792	May 14, 2002
TRIUMPH LEARNING	76/408415	May 15, 2002
TRIUMPH LEARNING SYSTEMS	76/231372	March 27, 2001
TRIUMPH LEARNING	76/260832	May 18, 2001
	2707945	April 15, 2003

LIBC/1781901.1

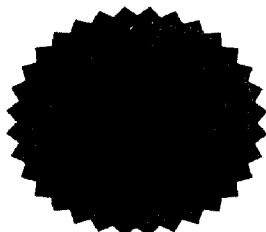
Delaware

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:

"TESTPREP.COM, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "EDUCATIONAL DESIGN, LLC" UNDER THE NAME OF "TRIUMPH LEARNING, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF AUGUST, A.D. 2003, AT 4:11 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3095502 8100M

AUTHENTICATION: 2580490

030526311

DATE: 08-13-03
REEL: 002804 FRAME: 0282

TRADEMARK

CERTIFICATE OF MERGER

OF

TESTPREP.COM, LLC

INTO

EDUCATIONAL DESIGN, LLC

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Act") as amended, the undersigned surviving limited liability company submits the following Certificate of Merger (the "Certificate of Merger") for filing and certifies that:

1. The name and jurisdiction of formation of each of the limited liability companies which is to merge (the "Merger") are:

<u>Name</u>	<u>Jurisdiction</u>
TestPrep.com, LLC	Delaware
Educational Design, LLC	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed by each of the foregoing domestic limited liability companies.

3. The name of the surviving limited liability company is Educational Design, LLC which shall change its name to Triumph Learning, LLC.

4. The Merger shall become effective upon filing of the Certificate of Merger.

5. The Merger Agreement is on file at the place of business of the surviving limited liability company which is located at c/o Haight Cross Communications, Inc., 10 New King Street, Suite 110, White Plains, NY 10604.

6. A copy of the Merger Agreement will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a party to the Merger.

[Signature page follows]

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 12th day of August, 2003, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the surviving limited liability company in the merger.

EDUCATIONAL DESIGN, LLC

By: Hights Cross Operating Company,
Its Manager

By: /s/ Paul J. Crecca

Name: Paul J. Crecca
Title: Vice President