

TRADEMARK SCHEDULE

Educational Design, 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/1781893.1

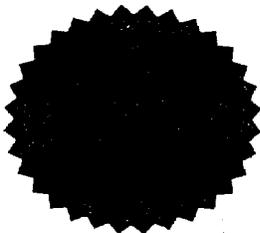
Delaware

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: 08/12/2003

REEL: 002807 FRAME: 0350

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 Halghts 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

Miriam J. Rovner
617.570.1292
mrovner@
goodwinprocter.com

Goodwin Procter LLP
Counsellors at Law
Exchange Place
Boston, MA 02109
T: 617.570.1000
F: 617.523.1231

August 18, 2003

Via Express Mail

Label No. EV 250383215 US

U. S. Patent and Trademark Office
Box Assignments
Washington, DC 20231

**Re: Recordation of Certificate of Merger Including Name Change
 Educational Design, LLC to Triumph Learning, LLC
 Attorney Ref. No.: 039341-079404/232**

Dear Sir or Madam:

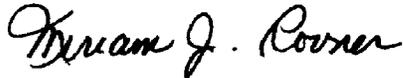
Enclosed please find the following documents for recordation:

1. Trademark recordation form cover sheet;
2. Certificate of Merger including Name Change;
3. A check in the amount of \$165.00 to cover the recordation fees pursuant to 37 C.F.R. 3.41; and
4. A return postcard.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 07-1700.

If you have any questions regarding these documents, please call me at (617) 570-1292.

Sincerely,



Miriam J. Rovner
Senior Legal Assistant

Enclosures

Cc: Marina I. Cardoso, Esq. (with enclosures)

CPI #1703/232
LIBC/1781933.1

Patent and Trademark Assignments
Created in Microsoft Word
File Name: J:\r\readdata\projects\ptas\barcodes\PTAS Folder Separator.doc