

10-03-2003

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



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

Tab settings

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

1. Name of conveying party(ies): W.G. Nichols Inc. 10-1-03
Individual(s) Association General Partnership Limited Partnership Corporation-State of New Jersey 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:
Street Address: 5 Maxwell Drive
City: Clifton Park State: NY Zip: 12065
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: 2/20/03

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/831,749 78/136,659
78/136,626 76/139688
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,040,561 2,605,298 2,565,920
2,559,631 2,585,983 2,648,206
2,587,633

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

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 3.41) \$ 390
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 Date 9/24/03

Total number of pages including cover sheet, attachments, and document:

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

10/02/2003 LNUELLER 00000109 200066 75831749

01 FC:8521 40.00 DA
02 FC:8522 350.00 DA

TRADEMARK REEL: 002837 FRAME: 0480

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

WHEREAS, W.G. Nichols Inc., a New Jersey corporation, with offices at 1025 Andrew Drive, Suite 100, West Chester, PA 19380 ("ASSIGNOR") owns certain trademarks and/or service marks, and applications and/or registrations for such marks, as listed in Exhibit A attached hereto and incorporated herein by this reference ("MARKS"); and

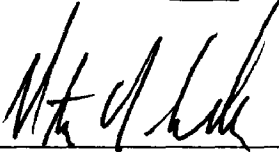
WHEREAS, Thomson Learning Inc., a Delaware corporation, with offices at 5 Maxwell Drive, Clifton Park, NY 12065 ("ASSIGNEE"), desires to acquire all of the right, title and interest of ASSIGNOR in, to and under the MARKS, together with the goodwill of the business symbolized by the MARKS;

WHEREAS, ASSIGNEE is a successor to a portion of the business of the ASSIGNOR to which the MARKS pertain;

WHEREAS, ASSIGNOR and ASSIGNEE have entered into a certain Asset Purchase Agreement dated FEBRUARY 20, 2003, assigning, among other things, all right, title and interest in and to the MARKS and in and to the registrations and/or applications for same from ASSIGNOR to ASSIGNEE;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the receipt and sufficiency of which hereby is acknowledged, ASSIGNOR does hereby sell, assign, transfer and convey unto ASSIGNEE its entire right, title and interest in and to the MARKS, and to the applications and/or registrations for the MARKS, together with the goodwill of the business symbolized by the MARKS and the portion of the business of the ASSIGNOR to which the MARKS pertain, including the right to sue and recover for any past infringement thereof.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be duly executed by an authorized officer on this 20<sup>th</sup> day of FEBRUARY, 2003.

By: 

Name: PETER D. NALLE

Title: SR. VICE PRESIDENT