

12/14/03

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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.

1. Name of conveying party(ies):
Thomson Learning Inc.

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: Thomson Learning Licensing Corporation
 Internal Address: _____
 Address: _____
 Street Address: 650 Naamans Road
 City: Claymont State: Delaware Zip: 19703

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 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 _____

Execution Date: December 8, 2003

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

B. Trademark Registration No.(s)
2,327,555

Additional number(s) attached Yes No

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: 8

7. Total fee (37 CFR 3.41).....\$ 215
 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
 Name of Person Signing

Signature

12/9/03
 Date

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

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01 FC:8521 40.00 DA
02 FC:8522 175.00 DA

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OPR/FINANCE

TRADEMARK
REEL: 002884 FRAME: 0341

TRADEMARK ASSIGNMENT

THIS AGREEMENT is effective as of January 1, 2003.

WHEREAS, Thomson Learning Inc., a corporation organized and existing under the laws of the State of Delaware, having an office at 290 Harbor Drive, Stamford, Connecticut 06902 (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, Thomson Learning Licensing Corporation, a corporation organized and existing under the laws of the State of Florida, having an office 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.

Stamford, Connecticut on December 8, 2003

THOMSON LEARNING INC.

By: 
Name: Kenneth A. Carson
Title: Secretary

Schedule A

Trademark	Status	Reg. Number
ANYTIME, ANYWHERE LEARNING	Registered	2327555
NETG	Registered	1768942
NETG and Box Design	Registered	2209040
PRECISION LEARNING	Registered	2232538
PRECISION SKILLING	Registered	2668565
SKILL BUILDER	Registered	1694128
SKILLVANTAGE	Registered	2003053
XTREME LEARNING	Registered	2428266