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102717837

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 Internal Corporation

Address: _____

Street Address: 650 Naamans Road

City: Claymont State: DE 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: March 29, 2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/392,162

B. Trademark Registration No.(s)

2,210,966 2,757,302
2,805,534

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Paula K. 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: _____

4

7. Total fee (37 CFR 3.41).....\$ 115

- 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

Paula K. Upson

Signature

3/30 /04

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

04/08/2004 LHMILLER 00000128 200866 76392162

01 FC:8521 40.00 BA
02 FC:8522 75.00 BA

TRADEMARK ASSIGNMENT

THIS AGREEMENT is effective as of March 1, 2004.

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

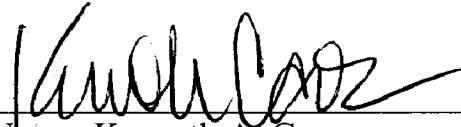
WHEREAS, Thomson Learning Licensing Corporation, a corporation organized and existing under the laws of the State of Florida, having an office at 650 Naamans Road, Claymont, Delaware 19703 (hereinafter referred to as "Assignee") is desirous of acquiring all right, title and interest in and to said trademarks;

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 March 2nd, 2004

THOMSON LEARNING INC.

By: 
Name: Kenneth A. Carson
Title: Secretary

List of Marks

SERVICE MARK	REGISTRATION NUMBER	REGISTRATION DATE
EDUCATION TO GO!	2,210,966	December 15, 1998
EXTEND YOUR REACH	2,805,534	January 13, 2004
ED2GO	2,757,302	August 26, 2003

SERVICE MARKS: REGISTRATION PENDING*

SERVICE MARK	APPLICATION/ SERIAL NUMBER	FILING DATE
TO GO	76/392,162	April 8, 2002

*The application has been cancelled, even though the registration still shows pending.

TRADE NAMES

“ED2GO”

“Magisterium”

Both filed 5/23/02, and expiring 5/23/07, file number R-200204928